

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Cohiba Minerals Limited

ABN/ARBN

72 149 026 308

Financial year ended:

30 June 2022

Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

- These pages of our annual report:
- This URL on our website: [www.cohibaminerals.com.au/our-company/corporate-governance/](http://www.cohibaminerals.com.au/our-company/corporate-governance/)

The Corporate Governance Statement is accurate and up to date as at 30 September 2022 and has been approved by the board.

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

Date: 30 September 2022

Name of authorised officer authorising lodgement: Justin Mouchacca

<sup>1</sup> "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.

<sup>2</sup> 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.

<sup>3</sup> 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, <sup>4</sup> 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: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> Disclosed in the Company's Board Charter at Schedule 1 of the Corporate Governance Plan at: <a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> 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/").

<sup>5</sup> 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, <sup>4</sup> 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: <sup>5</sup>
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/></p> <p>Disclosed at Schedule 10 of the Corporate Governance Plan at: <a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>.....</p> <p>[insert location]</p> <p>and if we were included in the S&amp;P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>The Company's diversity policy is disclosed at Schedule 10 of the Corporate Governance Plan at: <a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p> <p>The Company has not set measurable objectives to achieve gender diversity as set out in our Corporate Governance Statement.</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>the Company's Performance Evaluation policy at Schedule 6 of the Corporate Governance Plan at:</p> <p><a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>
1.7	A listed entity should: <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>	<input checked="" type="checkbox"/> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: our Corporate Governance Statement</p>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	The board of a listed entity should: <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ol> <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>	<input checked="" type="checkbox"/> <p><i>The Company complies with paragraph (b):</i> 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</p>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> 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.	<input type="checkbox"/> <p>and we have disclosed our board skills matrix at: ..... [insert location]</p>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) and the length of service of each director at: our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: the Company's Corporate Code of Conduct in Schedule 2 of the Corporate Governance Plan at: <a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: the Company's Corporate Code of Conduct in Schedule 2 of the Corporate Governance Plan: <a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: at Schedule 11 of the Corporate Governance Plan at: <a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: the Company's Anti-Bribery and Anti-Corruption Policy within Schedule 12 of the Corporate Governance Plan at: <a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p><i>The Company complies with paragraph (b)</i></p> <p>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:</p> <p>our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>





## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: our Corporate Governance Statement and in the Corporate Governance Plan which is on the Company's website at <a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
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.	<input checked="" type="checkbox"/> <i>The Company 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: our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p><i>The Company 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: our Corporate Governance Statement and in the Corporate Governance Plan which is on the Company's website at <a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at: our Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at: our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/></p> <p><i>The Company complies with paragraph (b):</i></p> <p>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: our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/></p> <p>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:</p> <p>the Company's 2022 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input type="checkbox"/></p>	<p><input checked="" type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable</p>

# Corporate governance statement

The Board of Cohiba Minerals Limited ACN 149 029 308 (the **Company**) is responsible for the overall corporate governance of the Group. The Board believes that good corporate governance helps ensure the future success of the Company, adds value to stakeholders and enhances investor confidence.

The ASX Listing Rules require listed companies to prepare a statement disclosing the extent to which they have complied with the fourth edition recommendations of the ASX Corporate Governance Council (**Recommendations**) during the reporting period. The Recommendations are not prescriptive, such that if a company considers a recommendation to be inappropriate having regard to its own circumstances, it has the flexibility not to follow it. Where a company has not followed all the Recommendations, it must identify which Recommendations have not been followed and provide reasons for not following them.

The Company's main corporate governance policies and practices as at the date of this statement, adopted by the Board of the Company on 30 September 2022, are outlined below. This Statement should be read in conjunction with the material on our website [www.cohibaminerals.com.au](http://www.cohibaminerals.com.au), including the 2022 Annual Report.

PRINCIPLES AND RECOMMENDATIONS	COMPANY POLICY
<p><b>Recommendation 1.1</b></p> <p>A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>The role of the Board is to approve the strategic direction of the Company, guide and monitor the management of the Company and its businesses and oversee the implementation of appropriate corporate governance with respect to the Company's affairs. The Board delegates responsibility for the day-to-day management of the Company and its businesses to the Chief Executive Officer.</p> <p>the Board assumes the following responsibilities:</p> <p>(i) leading and setting the strategic direction, values and objectives of the Company;</p> <p>(ii) appointing the Chairman of the Board, Managing Director or Chief Executive Officer and approving the appointment of senior executives and the Company Secretary;</p> <p>(iii) overseeing the implementation of the Company's strategic objectives, values, code of conduct and performance generally;</p> <p>(iv) approving operating budgets, major capital expenditure and significant acquisitions and divestitures;</p> <p>(v) overseeing the integrity of the Company's accounting and corporate reporting systems, including any external audit (satisfying itself financial statements released to the market fairly and accurately reflect the Company's financial position and performance);</p> <p>(vi) establishing procedures for verifying the integrity of those periodic reports which are not audited or reviewed by an external auditor, to ensure that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions;</p> <p>(vii) overseeing the Company's procedures and processes for making timely and balanced disclosure of all material information that a reasonable person would expect to have a material effect on the price or value of the Company's securities;</p> <p>(viii) reviewing, ratifying and monitoring the effectiveness of the Company's risk management framework, corporate governance policies and systems designed to ensure legal compliance; and</p> <p>(ix) approving the Company's remuneration framework.</p>

	<p>Refer to the Company's Board Charter at Schedule 1 of the Corporate Governance Plan for further detail, which is located on the Company's website at the following link:</p> <p><a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p>
<p><b>Recommendation 1.2</b></p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>The Nomination Committee (or in its absence, the Board) facilitates the selection and appointment of Directors. Before the Board appoints a new Director or puts forward a candidate for election, the Nomination Committee will ensure that appropriate background checks are undertaken.</p> <p>Refer to the Company's Board Charter at Schedule 1 of the Corporate Governance Plan for further detail, which is located on the Company's website at the following link:</p> <p><a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p> <p>Information is included in The Company's Notice of Meetings to shareholders.</p>
<b>PRINCIPLES AND RECOMMENDATIONS</b>	<b>EXPLANATION</b>
<p><b>Recommendation 1.3</b></p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>The Company has entered into appointment letters of agreement with each of its Non-Executive Directors.</p> <p>New Directors are issued with a formal Letter of Appointment that sets out the key terms and conditions of their appointment, including Director's duties, rights and responsibilities, the time commitment envisaged, and the Board's expectations regarding involvement with any Committee work.</p> <p>Details of executive contracts in place are detailed in the Company's Annual Remuneration Report in the 2022 Annual Report.</p>
<p><b>Recommendation 1.4</b></p> <p>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.</p>	<p>Under the Company's governance framework, the Company Secretary is accountable to the Board, through the Chair, on all matters regarding the proper functioning of the Board. The Board is responsible for the appointment of the Company Secretary.</p> <p>Refer to the Company's Board Charter at Schedule 1 of the Corporate Governance Plan for further detail, which is located on the Company's website at the following link:</p> <p><a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p>
<p><b>Recommendation 1.5</b></p> <p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board:</p> <p>(i) to set measurable objectives for achieving gender diversity; and</p> <p>(ii) to assess annually both the objectives and the</p>	<p>The Board has adopted a diversity policy which provides a framework for the Company to achieve, amongst other things, a diverse and skilled workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises contributions of employees with diverse backgrounds, experiences and perspectives.</p> <p>Due to the current size and composition of the organisation the Board does not consider it appropriate to provide measurable objectives to achieve gender diversity at this time. However, the Company is committed to ensuring</p>

<p>entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period:</p> <p>(i) the measurable objectives for achieving gender diversity set by the board in accordance with the entity's diversity policy and its progress towards achieving them; and</p> <p>(ii) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>that the appropriate mix of skills, expertise, and diversity are considered when employing staff at all levels of the organisation and when making new senior executive and Board appointments and is satisfied that the composition of employees, senior executives and members of the Board is appropriate.</p> <p>The proportion of women on the Board, women in senior executive positions and women employees in the whole organisation as at reporting date was as follows:</p> <table border="1" data-bbox="958 300 1603 523"> <thead> <tr> <th>Gender</th> <th>Board</th> <th>Senior executive positions</th> <th>Whole organisation</th> </tr> </thead> <tbody> <tr> <td>No. of men</td> <td>3</td> <td>1</td> <td>5</td> </tr> <tr> <td>No. of women</td> <td>0</td> <td>0</td> <td>0</td> </tr> <tr> <td>% women</td> <td>0%</td> <td>0%</td> <td>0%</td> </tr> </tbody> </table> <p>Refer to the Company's Diversity Policy at Schedule 10 of the Corporate Governance Plan for further detail which is located on the Company's website at the following link: <a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p>	Gender	Board	Senior executive positions	Whole organisation	No. of men	3	1	5	No. of women	0	0	0	% women	0%	0%	0%
Gender	Board	Senior executive positions	Whole organisation														
No. of men	3	1	5														
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% women	0%	0%	0%														
<p><b>PRINCIPLES AND RECOMMENDATIONS</b></p>	<p><b>EXPLANATION</b></p>																
<p><b>Recommendation 1.6</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Refer to the Company's Performance Evaluation policy at Schedule 6 of the Corporate Governance Plan for further detail which is located on the Company's website at the following link: <a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p> <p>On an annual basis, the Board may conduct a review of its structure, composition and performance. The annual review includes consideration of the following measures:</p> <ul style="list-style-type: none"> <li>• comparison of the performance of the Board against the requirements of the Board charter;</li> <li>• assessment of the performance of the Board over the previous twelve months having regard to the corporate strategies, operating plans and the annual budget;</li> <li>• review the Board's interaction with management -when applicable;</li> <li>• identification of any particular goals and objectives of the Board for the next year;</li> <li>• review the type and timing of information provided to the directors; and</li> <li>• identification of any necessary or desirable improvements to Board or committee charters.</li> </ul> <p>The method and scope of the performance evaluation will be set by the Board and may include a Board self-assessment checklist to be completed by each Director. The Board may also use an independent adviser to assist in the review.</p> <p>Due to the size of the Board and the Company at this stage, no formal appraisal of the Board was conducted during the FY22 period.</p>																

<p><b>Recommendation 1.7</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Refer to the Company’s Performance Evaluation policy at Schedule 6 of the Corporate Governance Plan for further detail which is located on the Company’s website at the following link:  <a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p> <p>The Chief Executive Officer/Managing Director will conduct an annual performance assessment of any senior executives employed against agreed key performance indicators.</p> <p>Due to the size of the Company a performance evaluation was not undertaken during the period to June 2022 and will be conducted in the FY23 period as appropriate.</p>
<p><b>Recommendation 2.1</b></p> <p>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> <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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.</p>	<p>The Board has not established a Nomination Committee, however the Board assumes the role of the Nomination Committee, which meets at least annually to deal with the Nomination Committee’s responsibilities, and operates under a charter approved by the Board.</p> <p>The Board considers that a diverse range of skills, backgrounds, knowledge and experience is required in order to effectively govern the Company. The Board believes that orderly succession and renewal contributes to strong corporate governance and is achieved by careful planning and continual review. The Board is responsible for the nomination and selection of directors. The Board reviews the size and composition of the Board regularly and at least once a year as part of the Board evaluation process.</p> <p>Refer Schedule 5 of the Company’s Corporate Governance Plan for further detail which is located on the Company’s website at the following link:  <a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p>

PRINCIPLES AND RECOMMENDATIONS	EXPLANATION
<p><b>Recommendation 2.2</b></p> <p>A listed entity should have and disclose a board skill matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>The Board’s objective is to have an appropriate mix of expertise and experience so that it can effectively discharge its corporate governance and oversight responsibilities. It is the Board’s view that the current directors possess an appropriate mix of relevant skills, experience, expertise and diversity to enable the Board to discharge its responsibilities and deliver the Company’s strategic objectives. This mix is subject to review on a regular basis as part of the Board’s performance review process.</p> <p>The Board does not maintain a formal matrix of Board skills and experience, however the diversity of experience and assessment of any gaps in skills and experiences are a key consideration for any proposed appointment to the Board.</p> <p>To the extent that any skills are not directly represented on the Board, they are augmented through management and external advisors.</p>
<p><b>Recommendation 2.3</b></p> <p>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, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (3rd Edition), but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>The Board has one Non-Executive Director being Mr Nochum Labkowski, who is an independent Director. Mr Mordechai Benedikt and Mr Andrew Graham are not considered to be independent due to their roles as Executive Directors of the Company.</p> <p>The Board considers one out of three of its Directors to be independent having regard to the criteria in the Recommendations. The Board has considered the holdings of shares in the Company by the Non-Executive Director and is of the opinion that his respective interests in shares would not materially interfere with, or could be reasonably perceived to interfere with, the independent exercise of their judgement in their position as a Director. The Board also considers that Mr Nochum Labkowski is otherwise free from any business or other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of his judgement, and that each of these Directors is able to fulfil the role of independent Director for the purposes of the ASX Recommendations.</p> <p>The lengths of service of each of the Directors is as follows:</p> <ul style="list-style-type: none"> <li>• Mordechai Benedikt (appointed 24 July 2013)</li> <li>• Andrew Graham (appointed 17 June 2020)</li> <li>• Nochum Labkowski (appointed 5 August 2015)</li> </ul>
PRINCIPLES AND RECOMMENDATIONS	EXPLANATION
<p><b>Recommendation 2.4</b></p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>As noted above in Recommendation 2.3, the majority of the Board are not independent Non-Executive Directors. The Board is composed of one Non-Executive independent Director and two Executive Directors who are not independent.</p> <p>Whilst the Board recognises that it is desirable for the majority of the Board to be independent Directors, the Company’s current size dictates this is the most efficient mode of operation at the current time. The Board will review the appointment of further Independent Directors should the Company’s size and growth warrant this.</p>



<p><b>Recommendation 2.5</b></p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>The Board appointed Mr Mordechai Benedikt as Executive Chairman on 17 June 2020 and who is not deemed to be an independent director. Mr Andrew Graham is the current CEO of the Company.</p> <p>The Board recognises that it is desirable for the Chair to be an independent Director, however the Company's current size dictates that this is the most efficient mode of operation at the current time. The Board will review the appointment of an independent Chairman should the Company's size and growth warrant this.</p>
<p><b>Recommendation 2.6</b></p> <p>A listed entity should have a program for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop and maintain the skills and knowledge needed to perform their role as a director effectively.</p>	<p>The Board is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.</p> <p>Refer to the Company's Board Charter at Schedule 1 of the Corporate Governance Plan for further detail which is located on the Company's website at the following link:</p> <p><a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p>
<p><b>Recommendation 3.1</b></p> <p>A listed entity should articulate and disclose its values.</p>	<p>Refer to the statement of values in the Company's Corporate Code of Conduct in Schedule 2 of the Corporate Governance Plan which is located on the Company's website at the following link:</p> <p><a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p>
<p><b>PRINCIPLES AND RECOMMENDATIONS</b></p>	<p><b>EXPLANATION</b></p>
<p><b>Recommendation 3.2</b></p> <p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	<p>The Company has implemented a Code of Conduct, which provides a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders.</p> <p>All employees and Directors are expected to:</p> <ul style="list-style-type: none"> <li>• respect the law and act in accordance with it;</li> <li>• maintain high levels of professional conduct;</li> <li>• respect confidentiality and not misuse Company information, assets or facilities;</li> <li>• avoid real or perceived conflicts of interest;</li> <li>• act in the best interests of shareholders;</li> <li>• by their actions contribute to the Company's reputation as a good corporate citizen which seeks the respect of the community and environment in which it operates;</li> <li>• perform their duties in ways that minimise environmental impacts and maximise workplace safety;</li> <li>• exercise fairness, courtesy, respect, consideration and sensitivity in all dealings within their workplace and with customers, suppliers and the public generally; and</li> <li>• act with honesty, integrity, decency and responsibility at all times.</li> </ul> <p>An employee that breaches the Code of Conduct may face disciplinary action including, in the cases of serious</p>

	<p>breaches, dismissal. If an employee suspects that a breach of the Code of Conduct has occurred or will occur, he or she must report that breach to the Company Secretary, or in their absence, the Chairman. No employee will be disadvantaged or prejudiced if he or she reports in good faith a suspected breach. All reports will be acted upon and kept confidential.</p> <p>Refer to the Company's Corporate Code of Conduct in Schedule 2 of the Corporate Governance Plan for further detail which is located on the Company's website at the following link:</p> <p><a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p> <p>The Corporate Code of Conduct applies to the Company's directors, senior executives and employees.</p>
<p><b>Recommendation 3.3</b></p> <p>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>	<p>The Company has a Whistleblower Policy which encourages employees and others involved with the Company to report suspected or known instances of eligible or unethical conduct. The Whistleblower Policy establishes the mechanisms and procedures for the reporting of illegal or unethical conduct in a manner which protects the whistleblower and identifies the necessary information to investigate such reports and act appropriately to investigate such reports in accordance with whistleblower regulations.</p> <p>The Company's whistleblower policy is available at Schedule 11 of the Corporate Governance Plan, available on the website at the following link:</p> <p><a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p> <p>As set out in the whistleblower policy, any breaches and investigations under the policy are required to be reported to the board.</p>
<p><b>Recommendation 3.4</b></p> <p>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 the policy.</p>	<p>The Company has an Anti-Bribery and Corruption Policy for Directors, employees and contractors of the Company. It provides a summary of the law on bribery and corruption, outlines the circumstances in which it is unacceptable to receive and give gifts, entertainment and hospitality and provides a reporting mechanism for allegations of bribery and corruption. The policy prohibits facilitation payments, secret commissions, money laundering. The policy also prohibits political and charitable donations without the authorisation of the Board.</p> <p>The Company's Anti-Bribery and Anti-Corruption Policy is within Schedule 12 of the Corporate Governance Plan which is located on the Company's website at the following link: <a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p> <p>As set out in the Anti-Bribery and Anti-Corruption policy, any breaches and investigations under the policy are required to be reported to the board</p>
<p><b>Recommendation 4.1</b></p> <p>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>The Company will not have a separate audit committee until such time as the Board is of a sufficient size and structure, and the Company's operations are of a sufficient magnitude for a separate committee to be of benefit to the Company. In the meantime, the full Board will carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee, including but not limited to:</p> <p>(i) monitoring and reviewing any matters of significance affecting financial reporting and compliance;</p> <p>(ii) verifying the integrity of those periodic reports which are not audited or reviewed by an external auditor;</p>

<p>(ii) is chaired by an independent director, who is not the chair of the board, 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 financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>(iii) monitoring and reviewing the Company's internal audit and financial control system, risk management systems; and</p> <p>(iv) management of the Company's relationships with external auditors.</p> <p>For further detail refer to the Company's Audit and Risk Committee Charter at Schedule 3 of the Corporate Governance Plan which is located on the Company's website at the following link:</p> <p><a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p>
<p><b>Recommendation 4.2</b></p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>Before the Company approves financial statements for a financial period (being a period within which the Company must report on its financial performance in accordance with its disclosure obligations), the Managing Director/CEO and CFO (or, if none, the person(s) fulfilling those functions) must provide a declaration that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion of the Managing Director/CEO and the CFO (or, if none, the person(s) fulfilling those functions) has been formed on the basis of a sound system of governance, risk management and internal controls (the formulation of which are provided for in this Charter) which is operating effectively.</p> <p>As the Company does not currently have a CFO, the Executive Chairman and CEO provide this declaration to the Board.</p>
<p><b>Recommendation 4.3</b></p> <p>A listed entity should disclose its process and verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p>As detailed in the Company's Risk Management Policy at Schedule 8 of the Corporate Governance Plan, in respect of periodic reports which are prepared by management, the relevant executives review and approve the disclosures, which are then reviewed by the Company's Chief Executive Officer and approved by the Board prior to release to the ASX.</p>
<p><b>Recommendation 5.1</b></p> <p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>The Company has a Continuous Disclosure Policy which outlines the disclosure obligations of the Company as required under the ASX Listing Rules and Corporations Act. The policy is designed to ensure that procedures are in place so that the market is properly informed of matters which may have a material impact on the price at which Company securities are traded.</p> <p>The Board considers whether there are any matters requiring disclosure in respect of each and every item of business that it considers in its meetings. Individual Directors are required to make such a consideration when they become aware of any information in the course of their duties as a Director of the Company.</p>

	<p>The Company is committed to ensuring all investors have equal and timely access to material information concerning the Company.</p> <p>Refer the Company's Continuous Disclosure Policy at Schedule 7 of the Corporate Governance Plan for further detail which is located on the Company's website at the following link:  <a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p>
<p><b>Recommendation 5.2</b></p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>In accordance with the Company's Continuous Disclosure Policy at Schedule 7 of the Corporate Governance Plan, the Board will receive copies of all material market announcements promptly after they have been made.</p>
<p><b>Recommendation 5.3</b></p> <p>A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</p>	<p>In accordance with the Company's Continuous Disclosure Policy at Schedule 7 of the Corporate Governance Plan, any new and substantive investor or analyst presentation will be released on the ASX Market Announcements Platform ahead of the presentation.</p>
<b>PRINCIPLES AND RECOMMENDATIONS</b>	<b>EXPLANATION</b>
<p><b>Recommendation 6.1</b></p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>The Company's Corporate Governance Plan is available on the Company's website at the following link:  <a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p>
<p><b>Recommendation 6.2</b></p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>The Company recognises the value of providing current and relevant information to its shareholders. The Board aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs.</p> <p>The Company respects the rights of its shareholders and to facilitate the effective exercise of those rights the Company is committed to:</p> <ul style="list-style-type: none"> <li>• communicating effectively with shareholders through releases to the market via ASX, the company website, information posted or emailed to shareholders and the general meetings of the Company;</li> <li>• giving shareholders ready access to clear and understandable information about the Company; and</li> <li>• making it easy for shareholders to participate in general meetings of the Company.</li> </ul> <p>The Company also makes available a telephone number and email address for shareholders to make enquiries of the Company. These contact details are available at <a href="https://www.cohibaminerals.com.au/contact-us/">https://www.cohibaminerals.com.au/contact-us/</a>.</p> <p>Shareholders may elect to, and are encouraged to, receive communications from the Company and the Company's securities registry electronically. The phone contact details for the registry, Automic is +61 2 9698 5414.</p> <p>Refer to the Company's Shareholder Communications Policy at Schedule 13 of the Corporate Governance Plan for further detail which is located on the Company's website at the following link:  <a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p>

<p><b>Recommendation 6.3</b></p> <p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	<p>This is disclosed in the Company's Notice of Meetings when dispatched to Shareholders.</p>
<p><b>Recommendation 6.4</b></p> <p>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.</p>	<p>In accordance with the Company's Shareholder Communications Policy at Schedule 13 of the Corporate Governance Plan all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>
<p><b>Recommendation 6.5</b></p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>Shareholders can register with the Company and the security registry to receive email notifications when an announcement is made by the Company to the ASX or on other periodic communications to Shareholders.</p>
<p><b>Recommendation 7.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director, and disclose:</li> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(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</li> </ul> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p>	<p>The Board has not established a Risk Committee, however it has established a Non-executive Directors Committee that assumes the role of the Risk Committee, which meets at least annually to deal with the Risk Committee's responsibilities, and operates under a charter approved by the Board.</p> <p>The Board is committed to the identification, assessment and management of risk throughout the Company's business activities. The Board's collective experience will enable accurate identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board meetings.</p> <p>For further detail refer to the Company's Audit and Risk Committee Charter at Schedule 3 of the Corporate Governance Plan which is located on the Company's website at the following link:  <a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p> <p>The Board devote time at annual board meeting to fulfilling the roles and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures.</p>
<p><b>PRINCIPLES AND RECOMMENDATIONS</b></p>	<p><b>EXPLANATION</b></p>
<p><b>Recommendation 7.2</b></p> <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the entity</p>	<p>The Company regularly undertake reviews of its risk management framework to establish an effective and efficient system for:</p> <ul style="list-style-type: none"> <li>(i) identifying, assessing, monitoring and managing risk; and</li> <li>(ii) disclosing any material change to the Group's risk profile.</li> </ul> <p>For further detail refer to the Company's Risk Management Policy at Schedule 8 of the Corporate Governance Plan</p>

<p>faces and to ensure that they remain within 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>which is located on the Company's website at the following link:</p> <p><a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p> <p>The Board did not perform a review of its risk management framework during FY22 and expects to perform a review in the following reporting period.</p>
<p><b>Recommendation 7.3</b></p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>The Company does not have an internal audit function. The Board directly oversees relevant risk areas as part of its risk management function.</p> <p>For further detail refer to the Company's Audit and Risk Committee Charter at Schedule 3 of the Corporate Governance Plan for further detail which is located on the Company's website at the following link:</p> <p><a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></p>
<p><b>Recommendation 7.4</b></p> <p>A listed entity should disclose whether, and if so how, it has regard to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Schedule 8 of the Company's Corporate Plan details the Company's risk management systems which assist in identifying and managing key risk areas including business, economic, environmental and social sustainability risks (if appropriate).</p> <p>There is a risk of poor market conditions, and specifically the ability of the Company to raise capital as required to continue its exploration and development activities, which is a key economic sustainability risk that has the potential to materially impact the Company's ability to create or preserve value for security holders over the short, medium or long term. This risk is addressed within the Company's risk management framework as set out above.</p> <p>The Company does not consider that it has material exposure to any environmental or social risks.</p>
<p><b>PRINCIPLES AND RECOMMENDATIONS</b></p>	<p><b>EXPLANATION</b></p>
<p><b>Recommendation 8.1</b></p> <p>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, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p>	<p>Due to the size of the Company and its Board, the Board will fulfil the roles and responsibilities in relation to the remuneration committee.</p> <p>For further detail refer to the Company's Remuneration Committee Charter at Schedule 4 of the Corporate Governance Plan which is located on the Company's website at the following link:</p> <p><a href="https://www.cohibaminerals.com.au/our-company/corporate-governance/">https://www.cohibaminerals.com.au/our-company/corporate-governance/</a></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 ensuring that such remuneration is appropriate and not excessive.</p>	<p>The Board has not established a Remuneration Committee; however, the Board assumes the role of the Remuneration Committee, which meets at least annually to deal with the Remuneration Committee's responsibilities, and operates under a charter approved by the Board.</p> <p>The Company has implemented a Remuneration Committee charter with the objective to ensure that an individual's remuneration package accurately reflects their experience, level of responsibility, individual performance and the performance of the Company.</p> <p>The primary purposes of the Committee (as fulfilled by the Board) is to support and advise the Board by:</p> <p>(a) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;</p> <p>(b) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;</p> <p>(c) recommending to the Board the remuneration of executive Directors;</p> <p>(d) fairly and responsibly rewarding executives having regard to the performance of the Company and its subsidiaries (if any) (Group), the performance of the executive and the prevailing remuneration expectations in the market without rewarding conduct that is contrary to the Company's values or risk appetite and having regard to the Company's commercial interest in controlling expenses;</p> <p>(e) ensuring incentives for non-executive directors do not conflict with their obligation to bring an independent judgement to matters before the Board;</p> <p>(f) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;</p> <p>(g) reviewing and approving the remuneration of direct reports to the Chief Executive Officer/Managing Director, and as appropriate other senior executives; and</p> <p>(h) reviewing and approving any equity based plans and other incentive schemes.</p>
<p><b>Recommendation 8.2</b></p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>The Board determines the Company's remuneration policies and practices and assesses the necessary and desirable competencies of Board members. The Board is responsible for evaluating Board performance, reviewing Board and management succession plans and determines remuneration packages for the Chief Executive Officer, Non-Executive Directors and senior management based on an annual review.</p> <p>Separate disclosure regarding the remuneration of the Company's Directors (Executive and Non-Executive) is disclosed in the Company's Annual report, as lodged with the ASX and issued to shareholders.</p>

**Recommendation 8.3**

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

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

The Company does not have an equity based remuneration scheme in place.