
13 September 2024

2024 Appendix 4G and Corporate Governance Statement

St Barbara Limited (“**St Barbara**” or the “**Company**”) (ASX:SBM) submits the attached 2024 Appendix 4G and Corporate Governance Statement in accordance with ASX Listing Rules 4.7.3, 4.7.4 and 4.10.3, which reference the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations.

St Barbara has reported against and has consistently complied with the 4th edition of the Corporate Governance Principles and Recommendations published in February 2019.

The Corporate Governance Statement complements, and should be read in conjunction with, information contained in the Company’s corresponding Annual Report released today and available at www.stbarbara.com.au.

Authorised by

Board of Directors

For more information

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Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

St Barbara Limited

ABN/ARBN

36 009 165 066

Financial year ended:

30 June 2024

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

- These pages of our annual report:
- This URL on our website: <https://stbarbara.com.au/about-us/governance/>

The Corporate Governance Statement is accurate and up to date as at 21 August 2024 and has been approved by the board.

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

Date:	13 September 2024
Name of authorised officer	Kylie Panckhurst
authorising lodgement:	General Counsel 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 <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement :	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://stbarbara.com.au/wp-content/uploads/2019/04/St-Barbara-Board-Charter.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement :	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://stbarbara.com.au/wp-content/uploads/2023/09/diversity-equal-opportunity-anti-discrimination-and-harassment-policy.pdf</p> <p>and we have disclosed the information referred to in paragraph (c) at: Section 5.9 of the Corporate Governance Statement</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of the board is 33%, which aligns with the recommendation for not less than 30% of directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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: Section 2.10 of the Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Section 2.10 of the Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: Section 2.10 of the Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Section 2.10 of the Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://stbarbara.com.au/wp-content/uploads/2020/07/Remuneration-Nomination-Committee-Charter.pdf</p> <p>and the information referred to in paragraphs (a)(4) and (a)(5) at: Section 3.1 of the Corporate Governance Statement and details of the number of Board Committee meetings held during the reporting period and attendance by each Committee member is set out in the Directors' Report in the Company's 2024 Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at: Section 2.7 of the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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
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: Section 2.2 of the Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: Sections 2.2 and 2.3 of the Corporate Governance Statement and the length of service of each director at: Section 2.2 of the 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 checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: Section 5.1 of the Corporate Governance Statement .	<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: https://stbarbara.com.au/wp-content/uploads/2023/12/code-of-conduct.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement :	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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: https://stbarbara.com.au/wp-content/uploads/2023/09/whistleblower-policy.pdf	<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: https://stbarbara.com.au/wp-content/uploads/2023/12/anti-bribery-and-anti-corruption-policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement

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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 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://stbarbara.com.au/wp-content/uploads/2020/07/Audit-Risk-Committee-Charter.pdf</p> <p>and the information referred to in paragraphs (a)(4) and (a)(5) at: Section 3.1 of the Corporate Governance Statement and details of each director's qualifications and experience including the number of Board Committee meetings held during the reporting period and attendance by each Committee member is set out in the Directors' Report in the Company's 2024 Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<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, 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.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></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, 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.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://stbarbara.com.au/wp-content/uploads/2024/07/continuous-disclosure-and-external-communications-policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://stbarbara.com.au/our-company/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: Sections 7.1 and 7.5 of the Corporate Governance Statement	<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

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 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://stbarbara.com.au/wp-content/uploads/2020/07/Audit-Risk-Committee-Charter.pdf</p> <p>and the information referred to in paragraphs (a)(4) and (a)(5) at: Section 3.1 of the Corporate Governance Statement and details of the number of Board Committee meetings held during the reporting period and attendance by each Committee member is set out in the Directors' Report in the Company's 2024 Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
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: Section 6.2 of the 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>and we have disclosed how our internal audit function is structured and what role it performs at: Section 6.6 of the 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, 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
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: Sections 6.4 and 6.5 of the Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at: Sections 6.4 and 6.5 of the 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, 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.	<input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://stbarbara.com.au/wp-content/uploads/2020/07/Remuneration-Nomination-Committee-Charter.pdf and the information referred to in paragraphs (a)(4) and (a)(5) at: Section 3.1 of the Corporate Governance Statement and details of the number of Board Committee meetings held during the reporting period and attendance by each Committee member is set out in the Directors' Report in the Company's 2024 Annual Report.	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: Section 2.9 of the Corporate Governance Statement and in the Director's Report in the Company's 2024 Annual Report.	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: Section 5.8 of the Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR <input type="checkbox"/> 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
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.	Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> 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.	Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> 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.	Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
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: <ol style="list-style-type: none"> (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. 	Not applicable	<input type="checkbox"/> 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.	Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement



Corporate Governance Statement 2024

St Barbara Limited ABN 36 009 165 066



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Governance highlights for FY24

Corporate Governance

100%

compliance with the ASX Corporate Governance Council Principles & Recommendations

Remuneration Report

83.48%

support for the Remuneration Report at the 2023 AGM (2022: 96.96%)

Director meeting attendance

99%

average Director attendance at Board & Committee meetings (FY23: 97%)

Board gender balance

50%

female Directors at the end of FY24 (up by 17% since FY19)

Director independence

83%

independent Directors at end of FY24 (up 8% since FY23)

MSCI ESG RATINGS 

CCC B BB BBB A AA AAA

as of 2023, St Barbara received an MSCI ESG Rating of AA*

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We are St Barbara

An Australian based, ASX listed company with gold mining operations in Papua New Guinea and development projects in Canada.

We are driven by our values-led culture and adhere to our five commitments.

Our commitments



**Safety
Always**

Zero harm is always our target. Zero harm to all people as we responsibly operate our assets to their full potential. This focus on safety guides everything we do.



**Empowered People
Diverse Teams**

We are committed to inclusion and diversity. We provide a caring work environment where our talented people feel safe and are empowered to fulfil their potential.



**Stronger
Communities**

We strive to help our communities thrive, grow and prosper. We build meaningful relationships, investing time and energy to ensure local communities are enriched by being our neighbours.



**Respecting the
Environment**

We are committed to caring for the environment. We think differently to find solutions to actively manage and neutralise our impact; because we care about the environment and our planet.



**Growing
Sustainably**

Growing our business sustainably, where it makes sense, and with strong governance practices, means we can add value for everyone: our shareholders, our people and our communities.

Our values

We act with honesty and integrity

We treat people with respect

We value working together

We deliver to promise

We strive to do better

See the documents that make up the rest of our corporate reporting at www.stbarbara.com.au/investors/

Annual Report (incorporating Sustainability reporting)

Corporate Governance Statement

Appendix 4G

Our five commitments and our values guide our decision-making and help us to build a strong culture and deliver on our promises.



About this statement

St Barbara Limited (the Company) is committed to maintaining high standards of ethics, integrity, and statutory compliance.

We have consistently achieved 100% compliance with the Australian Securities Exchange's Corporate Governance Principles and Recommendations.

The Board has implemented and operates in accordance with a set of corporate governance principles. The Board continues to review the Company's corporate governance framework and practices to ensure it meets the interests of shareholders.

This Corporate Governance Statement (**Statement**) outlines the key aspects of the Company's corporate governance framework that has been established by the Board and its compliance with ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition) (**ASX Principles**) for the period 1 July 2023 to 30 June 2024.

This Statement should be read in conjunction with the Company's 2024 Annual Report. The Board approved this Statement on 21 August 2024.

Further information about the Company's corporate governance practices and copies of key governance documents referred to in this document are available on the Company's website at: www.stbarbara.com.au/our-company/governance/.

1. Our approach to governance

The Board of the Company (**Board**) is committed to achieving the ASX Principles of corporate governance and business conduct, and fostering a culture which values integrity, ethical behaviour, compliance, accountability, transparency, and respect for all stakeholders.

The Board continues to build on its governance foundation to continually improve and ensure it complies with current regulations, market practices, and stakeholder expectations.

The Company's corporate governance framework provides the structure through which business objectives are set, performance is monitored, and risks are managed.

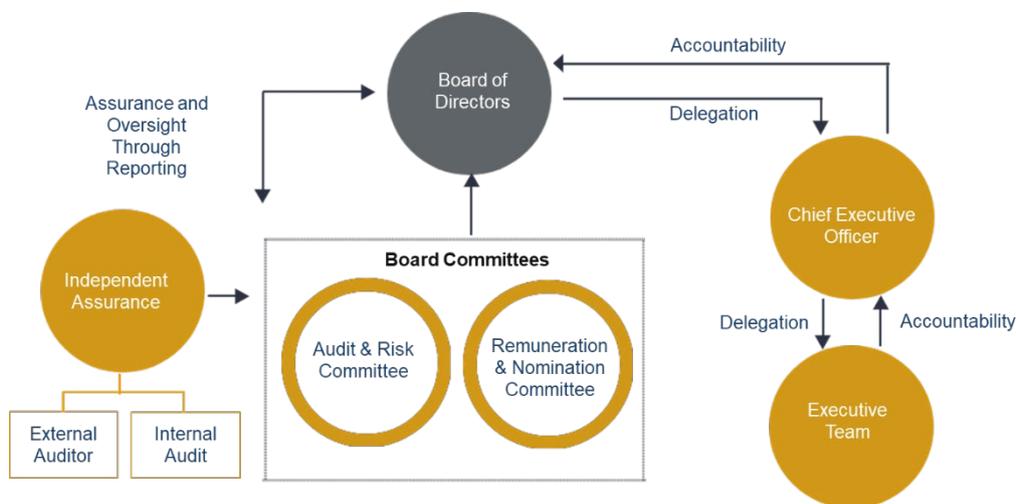
The Company's corporate governance framework and practices are aligned with ASX Principles.

ASX Principles	Sections
Principle 1 Lay solid foundations for management and oversight	2
Principle 2 Structure the Board to be effective and add value	2, 3
Principle 3 Instil a culture of acting lawfully, ethically and responsibly	5
Principle 4 Safeguard the integrity of corporate reports	4
Principle 5 Make timely and balanced disclosure	7
Principle 6 Respect the rights of security holders	7
Principle 7 Recognise and manage risk	6
Principle 8 Remunerate fairly and responsibly	2, 3



2. Operation of the Board

The Company's corporate governance framework as at the date of this Statement is illustrated below:



2.1 The role of the Board

The Board is accountable to shareholders for the overall strategy, governance, and performance of the Company.

The Board has a charter that sets out its authority, responsibilities and membership, and the arrangements by which it operates. The charter also describes those matters expressly reserved for the Board and those matters delegated to management.

The primary role of the Board is to demonstrate leadership and provide overall strategic guidance for the Company and effective oversight of management in implementing the Company's strategic objectives and instilling a culture that supports the Company's values and commitments. The Board meets regularly to review the Company's performance and progress against its strategy.

The Board strives to deliver sustainable value to all its shareholders while taking into account the interests of other stakeholders. The Board recognises its responsibility to act honestly, fairly, diligently and in accordance with the law and to instil these values throughout the organisation.

A delegation of authority has been established by the Board outlining the matters reserved for the Board and those delegated to the executives and management.

Details of the number of Board meetings held during the reporting period and attendance by directors are set out in the Directors' Report in the Company's 2024 Annual Report.

The **Board Charter** is available on the Company's website.

2.2 Board Structure and Composition

The Board is structured to comprise of individuals with appropriate diversity skills, knowledge and experience to develop and support the Company's strategy and enable it to discharge its responsibilities and add value, including facilitating effective discussion and efficient decision-making. The Board determines its size and composition, subject to the Constitution of the Company.

The following director changes occurred during the period:

- Mr Mark Hine was appointed as independent non-executive director, effective 7 September 2023;
- Mr Warren Hallam was appointed as independent non-executive director, effective 7 September 2023;
- Ms Joanne Palmer was appointed as independent non-executive director, effective 7 September 2023;
- Mr David Moroney retired from his role as independent non-executive director, effective 31 December 2023¹; and
- Ms Stef Loader retired from her role as independent non-executive director, effective 30 June 2024².

As announced on 7 September 2023, Messrs Hine and Hallam and Ms Palmer, were appointed as independent non-executive directors as part of the renewal of the St Barbara Board³.

As at 30 June 2024, the Board comprised six directors as follows:

¹ See ASX release: <https://stbarbara.com.au/wp-content/uploads/2024/01/2024.01.01-appendix-3z-david-moroney.pdf>

² See ASX release: <https://stbarbara.com.au/wp-content/uploads/2024/06/2024.06.26-resignation-of-director.pdf>

³ See ASX release: <https://stbarbara.com.au/wp-content/uploads/2023/09/2023.09.07-asx-release-board-renewal-update.pdf>



- 83% independent directors;
- 50% female directors; and
- Directors with tenure ranging from 9 months to 9.1 years.

Each director, and their length of service as at the date of this Statement, is listed in the table below. Details of each director's appointment, qualifications, experience, and special responsibilities are set out in Company's 2024 Annual Report.

Non-Executive Directors	Independent	Length of service
Kerry Gleeson <i>Chair</i>	Independent	9 years and 1 month
Stef Loader	Independent	5 years and 7 months
Mark Hine	Independent	9 months
Warren Hallam	Independent	9 months
Joanne Palmer	Independent	9 months
Managing Director & CEO		
Andrew Strelein	-	12 months

2.3 Director independence

The Company recognises that having independent directors ensures that the decisions of the Board reflect the best interests of the Company and its shareholders generally and that those decisions are not biased towards the interests of any one group.

In determining whether a director is independent, the Board considers whether the director is free of interests that could (or could be perceived to) materially interfere with the independent exercise of that director's judgement and their capacity to act in the best interests of the Company and its shareholders generally. The Board takes a qualitative approach to assessing materiality and independence on a case-by-case basis by reference to each director's individual circumstances rather than applying strict quantitative thresholds.

The Board assesses the independence of new directors upon appointment and regularly assesses the independence of each Non-Executive Director. Each director is required to provide the Board with all relevant information to enable it to make this assessment.

The Board has reviewed the independence of each Non-Executive Director in accordance with the ASX Principles. All Non-Executives Directors are considered to be independent.

The Managing Director and Chief Executive Officer (CEO), Mr Andrew Strelein, is not independent as he is an executive of the Company.

2.4 The Role of the Chair

The directors elected Ms Kerry Gleeson as Chair of the Board. Ms Gleeson was appointed to the Board on 18 May 2015 and became the Chair on 28 April 2023.

The Chair is independent and a Non-Executive Director.

The role of the Chair includes leading the Board, facilitating and encouraging constructive Board discussion, monitoring the performance of the Board, its committees, and individual directors, representing the Board to shareholders, and

maintaining a regular dialogue and mentoring relationship with the CEO and other executives.

Ms Gleeson's qualifications and experience are set out in the Directors' Report in the Company's 2024 Annual Report.

2.5 The role of the Chief Executive Officer and the Executive Leadership Team

The Board delegates the management of the Company's affairs and the implementation of the corporate strategy and policy initiatives to the CEO.

Mr Andrew Strelein commenced in the role of CEO on 1 July 2023. Mr Strelein's qualifications and experience are set out in the Directors' Report in the Company's 2024 Annual Report.

The CEO is responsible for the day-to-day management of the Company. All actions of the CEO are guided by the Company's purpose and strategic objectives, as approved by the Board.

The CEO is supported in this function by delegating authority to the appropriate executives for specific activities and transactions. A formal delegation of authority governs these powers and authority, which is approved by the Board and reviewed as required.

The CEO and other executives, working under the supervision of the CEO, are responsible for executing strategic objectives in a way that is consistent with the Company's values, commitments, Code of Conduct and the risk appetite as set by the Board. Whilst each executive leads a specific part of the business, they work as a collective to achieve the long-term strategy, purpose and culture of the Company.

The CEO and executives are responsible for providing the Board and Committees with accurate, timely and clear information on the Group's operations. This includes information on compliance with material legal and regulatory requirements and any conduct, which is materially inconsistent with the Group's policies and Code of Conduct.

Meetings between the CEO, executives, and directors are encouraged and assist the directors and the Board to carry out their duties and strengthen the working relationship and organisational culture.

2.6 Composition, selection and appointment

The Board has established a Remuneration and Nomination Committee to periodically review Board composition and succession matters. This includes responsibility for reviewing and making recommendations to the Board regarding Board size and composition and identifying individuals believed to be qualified to become Board members and recommending such candidates to the Board.

In assessing potential candidates and in undertaking reviews of the size and composition of the Board, the Remuneration and Nomination Committee considers the guiding principle that the Board's composition should reflect an appropriate mix having regard to such matters as:

- skills and experience across the key areas identified in the Board's Skills Matrix (section 2.7);
- directors' tenure; and
- diversity and inclusion.



Before the Board appoints a new director or puts forward a candidate for election, the Remuneration and Nomination Committee undertakes appropriate checks, including but not limited to reviewing the person's character, experience, qualifications, criminal record, and bankruptcy history. Existing directors conduct interviews with the potential candidates to ensure there is an appropriate fit for the Company's strategic direction. During the period, the Board undertook a detailed board renewal process. This process included a review of the Board's effectiveness and size/cost relative to the needs of the Company.

2.7 Board skills and experience

The Board is committed to ensuring that the composition of the Board continues to include directors who bring an appropriate mix of skill, experience, and expertise to Board decision-making. The Board also aims to retain a balance between directors with experience and knowledge of the Company's business and history and new directors who bring an external perspective and different insights.

The Board has an objective of maintaining at least 33% female membership on the Board. This objective has been achieved since 2019, and in FY23 increased to 50%. As at 30 June 2024 the percentage of female membership has remained at 50%.

The Board skills are classified according to the Board Skills Matrix depicted on page 9, capturing the key skills and other attributes of Board members, which are believed to be needed for robust decision-making and the effective governance of the Company.

The Board considers the Board Skills Matrix to guide its assessment of the skills and experience of new and existing directors and to identify any gaps in the Board's collective expertise for the purpose of Board succession planning.

The Board Skills Matrix describes the proportion of directors on the Board with particular areas of competence, skills and experience. The Board Skills Matrix recognises the director's level of proficiency or practiced or perceptive awareness in the area of competence.

The Board considers that all directors on the Board have the combined depth and breadth of skills, diversity and experience to carry out their responsibilities in a publicly listed global mining company and to oversee the Company's strategy and effective governance.

The Board has also determined that all directors have the time and adequate capacity to perform their role, having regard to their other external Board roles. In particular, each director brings the wisdom of their deep experience working with other organisations, relationships, and awareness of local markets, communities, and stakeholders.

To the extent that any skills are not directly represented on the Board, they are realised through management and external advisors.

2.8 Director retirement, re-election, and tenure

Any director who has been appointed during the year must stand for election at the Company's next Annual General Meeting (AGM).

In addition, a director must retire from office at the third annual general meeting after the director was elected or last re-elected. If no director is due for re-election or election,

then at least one director (excluding the CEO) must retire at the Company's next annual general meeting and may stand for re-election.

The Board's recommendation regarding the re-election of an existing director is not automatic and is contingent on their past performance, contribution to the Company, and the current and future needs of the Board and the Company.

Shareholders are provided with all material information in the Company's possession relevant to their decision as to whether to elect or re-elect a director.

2.9 Remuneration of directors and executives

The Board has adopted a remuneration framework that aims to attract and retain Non-Executive Directors, the CEO, the Chief Financial Officer (CFO), and other executives.

The executive remuneration framework is designed to attract, reward, and retain high calibre, high performing, and team orientated individuals capable of delivering the Company's strategy. The remuneration principles and decision-making procedures regarding remuneration arrangements are aligned with the Company's long-term strategy.

Non-Executive Directors' fees are reviewed by the Board and are set within the aggregate fee pool approved by shareholders. To maintain their independence and impartiality, the fees paid to Non-Executive Directors are not linked to the performance of the Company.

Details on the Company's remuneration policies, practices, performance reviews and outcomes, and the remuneration paid to the directors and executives are set out in the **Remuneration Report** in the Company's 2024 Annual Report.

Shareholders will be invited to consider and adopt the Remuneration Report at the Company's 2024 Annual General Meeting.



Board Skills Matrix

highly proficient or practiced

Skills/Competency

No. of Directors as of 30 June 2024	1	2	3	4	5	6
Surface Mining & Operations						
Materials – experience in the materials sector or expertise in exploration, development, processing, production minerals and chemicals	<div style="width: 100%; height: 15px; background-color: #c49a3d;"></div>					
Mining and engineering – experience in executive roles in mining or engineering or holds a degree in engineering (mining or chemical)	<div style="width: 80%; height: 15px; background-color: #c49a3d;"></div>					
Exploration – experience in executive roles with responsibility for resource development and exploration program, project studies and development	<div style="width: 75%; height: 15px; background-color: #c49a3d;"></div>					
Corporate						
Governance, culture and values – knowledge and experience in best-practice governance, culture and social issues, oversight of governance frameworks, policies, and processes	<div style="width: 100%; height: 15px; background-color: #c49a3d;"></div>					
Capital markets, mergers and acquisitions – demonstrated experience in M&A, capital raisings	<div style="width: 100%; height: 15px; background-color: #c49a3d;"></div>					
Audit and corporate finance – professional qualification in accounting, former CFO or experience in corporate finance	<div style="width: 70%; height: 15px; background-color: #c49a3d;"></div>					
Legal – former or current practicing lawyer or experience in general counsel roles	<div style="width: 10%; height: 15px; background-color: #c49a3d;"></div>					
Remuneration – former or current executive role with direct involvement in remuneration practices or previous experience as a member of Board remuneration committee	<div style="width: 100%; height: 15px; background-color: #c49a3d;"></div>					
Risk management – experience in the management of financial, non-financial, and emerging risks or previous experience as a member of Board risk management committee	<div style="width: 100%; height: 15px; background-color: #c49a3d;"></div>					
Stakeholder relations – experience in stakeholder relations	<div style="width: 100%; height: 15px; background-color: #c49a3d;"></div>					
Skills and Experience						
Environment and community – experience with environment and community relations strategies or proven knowledge of global environmental management, rehabilitation and closure	<div style="width: 100%; height: 15px; background-color: #c49a3d;"></div>					
Health and safety – demonstrated experience in health and safety strategy and compliance or previous experience as a member of Board health and safety committee	<div style="width: 100%; height: 15px; background-color: #c49a3d;"></div>					
Public policy – experience in dealing with national, provincial and local government relationships or participation in industry bodies or public or government policy	<div style="width: 100%; height: 15px; background-color: #c49a3d;"></div>					
International – experience in an executive role with an overseas operation and knowledge of the overseas markets associated with mining	<div style="width: 100%; height: 15px; background-color: #c49a3d;"></div>					

Professional qualifications



■ Engineering 2 ■ Geology 1
 ■ Finance 3 ■ Law 1

Board tenure



■ <4 years ■ 5-7 years ■ 8-10 years



2.10 Performance reviews

Board performance

The Remuneration and Nomination Committee is responsible for developing and overseeing the performance evaluation process for the Board, its committees, and individual directors.

The Board has adopted a Board evaluation process that includes a review of the Board's effectiveness, committees, and individual directors.

The annual Board evaluation process typically includes:

- responding to a comprehensive questionnaire on the Board's operation, stewardship, and the effectiveness of its governance practices;
- one-on-one interviews with directors on their performance and the effectiveness of the Board and (as appropriate) each of its committees;
- peer reviews on each director's value-added contributions to the Board or its committees; and
- feedback from executives on issues relevant to the performance evaluation.

The Board's annual evaluation can be facilitated internally or externally. If done externally, the Board receives independent information on its overall effectiveness and opportunities for improvement. Each director also receives individual feedback on their strengths and opportunities to make enhanced contributions, including ongoing professional development.

During the reporting period an internally facilitated Board evaluation was conducted to:

- assess the effectiveness of the Board's induction processes, given the Board renewal process and the appointment of three new directors during FY24;
- develop and strengthen governance processes appropriate to the size of the Company and Board, and appropriate to the Company's major overseas projects and assets; and
- align with the Company's strategic direction and enable effective oversight of the business now and into the future.

CEO & other executives' performance

The CEO and other executives have a written agreement with the Company setting out their employment terms, including remuneration and performance requirements.

The Board is responsible for monitoring management's performance and implementation of the Company's strategy, including conducting an annual performance review of the CEO.

The performance of the CEO and other executives is formally assessed each year under the Company's performance appraisal system and reviewed by the Remuneration and Nomination Committee and the Board.

During the reporting period, a performance review was undertaken with the CEO. In addition, the Chair meets

regularly with the CEO to discuss matters relating to his performance.

Detailed disclosures on the Company's Key Management Personnel remuneration policies and practices are set out on pages 15 to 23 of the 2024 Annual Report and remuneration outcomes on pages 24 to 31 of the 2024 Annual Report.

Shareholders will be invited to consider and adopt the Remuneration Report at the 2024 Annual General Meeting (AGM).

2.11 Other information

Appointment documentation

Upon appointment, each new director receives a letter of appointment, which sets out the formal terms of their appointment. Directors also receive a deed of indemnity, insurance, and access.

Induction for new directors

New directors are provided with an induction that includes meeting with the Board Chair, the CEO, the CFO, and other executives to gain valuable insights into relevant operational and corporate matters. This is followed up by additional meetings or information that the new director may request.

The director's induction program typically includes:

- briefings from the CEO and other members of the executive, on the business operations and specific functions, including strategy, risk, safety, finance and remuneration, the markets and regulatory environment in which the Company operates;
- opportunities to engage with our other directors and the General Counsel and Company Secretary;
- opportunities to attend external training on matters relevant to the Company's legal, regulatory and governance environment, or specific financial matters;
- meeting with the external auditor without members of management present; and
- site visits to all operations and the surrounding local communities.

Continuing education for directors and executives

All directors are expected to maintain the knowledge and skills required to discharge their obligations to the Company.

The Board and its Committees also conduct continuing education sessions as appropriate and seeks to identify relevant and timely topics as part of their self-assessment.

Internal and external experts are engaged, as required, to conduct education sessions. A formal program was implemented by the Board in 2022 to provide enhanced learning on select topics and continued throughout 2024.

Site visits to operations by Board and executives

To ensure that directors and executives have a strong understanding of the Company's places of operation, they make regular visits to the Company's mining operations and meet with local management. This gives them deeper insight



into the material risks and an opportunity and insights into the workforce culture and the communities in which the Company operates.

During the reporting period, directors and executives visited the Company's Atlantic Operations in Nova Scotia, Canada and Simberi Operations in Papua New Guinea. The site visits provided Directors an opportunity to engage with employees and the local community face to face and further developed the Board's knowledge of the operations.

Conflicts of interest

Directors are required to disclose all interests that may conflict with their duties.

The Conflicts of Interest and Related Party Transactions Policy and Procedure includes a conflicts of interest protocol. Pursuant to this protocol, a director may, at any time, declare a conflict of interest in relation to a matter by notification to the Board and the Company Secretary in writing.

If a director has a material personal interest in a matter being considered by the Board, they must not be present for the consideration of that matter or vote on the matter and will not receive any information which relates to that matter.

Directors right to independent advice

To help directors fulfil their responsibilities, each director has the right, with the prior approval of the Chair, to seek independent professional advice, at the Company's expense, about his or her responsibilities.

In addition, the Board and each Committee may, at the Company's expense, and with the prior approval of the Chair, obtain any independent professional advice it requires to assist in its work.

2.12 The role of Company Secretary

The Board is responsible for the appointment of the Company Secretary. Ms Sarah Standish previously held the position of General Counsel and Company Secretary until the Board has appointed Ms Kylie Panckhurst as General Counsel and Company Secretary, effective 1 October 2024.

The Company Secretary is directly accountable to the Board, through the Chair, on all matters regarding the proper functioning of the Board and its Committees, including:

- Effectiveness of the implementation of corporate governance processes;
- Adherence to the Board policies and procedures;
- Coordination of all agenda packs, minutes and communications; and
- Facilitating the induction of directors and their professional development.

The profile, qualifications and experience of the Company's General Counsel and Company Secretary, Ms Panckhurst, is set out in the Directors' Report in the Company's 2024 Annual Report.



3. Board Committees

3.1 Board Committee structure

The Board has established two standing Committees to assist in the discharge of its responsibilities:

- Audit and Risk Committee; and
- Remuneration and Nomination Committee.

Each Committee Chair reports to the Board on material matters arising in Committee meetings. Committee Chairs also consider if any matters arising in the Committee meetings should be notified to any other Committee and ensure this occurs.

As and when required, the Board may establish special purpose sub-committees to give detailed consideration to specific matters or projects. One such committee was the Investment Committee⁴ established to consider any potential corporate transaction.

An overview of the members, composition and responsibilities of each standing Committee as at the date of this Statement is set out below:

Members	Composition	Key responsibilities
Audit and Risk Committee		
Joanne Palmer (Chair) Warren Hallam Mark Hine	<ul style="list-style-type: none"> ✓ At least three members ✓ Only Independent Non-Executive Directors ✓ An independent Chair, who is not Chair of the Board 	<ul style="list-style-type: none"> • Financial reporting • Oversight of the risk management processes • Evaluation of the effectiveness of the financial control environment • Review of the internal and external audit functions • Review of the Mineral Resource and Ore Reserve estimation processes
<i>The Committee's work is supported by the CFO and GM Commercial & Risk</i>		
Remuneration and Nomination Committee		
Mark Hine (Chair) Warren Hallam Joanne Palmer	<ul style="list-style-type: none"> ✓ At least three members ✓ Only Independent Non-Executive Directors ✓ An independent Chair, who is not Chair of the Board 	<ul style="list-style-type: none"> • Overseeing the effectiveness of remuneration strategies and policies of the Company • The remuneration arrangements for the CEO, other executives, and Non-Executive Directors and matters relating to senior executive selection and performance • Matters relating to the composition, structure, succession planning and performance of the Board • Overseeing the preparation of the Remuneration Report for inclusion in the Directors' Report in the Annual Report
<i>The Committee's work is supported by the CEO and General Manager People</i>		

The relevant qualifications and experience of Committee members are set out in the Directors' Report in the Company's 2024 Annual Report.

Non-Executive Directors may, and are encouraged to, attend meetings of other Committees and are provided with papers for all meetings.

The CEO and certain other executives are invited to attend Committee meetings. However, their presence is not automatic, and they do not attend if their remuneration is being considered or discussed.

Each Committee may, within the scope of its responsibilities, have unrestricted access to management, employees, and information it considers relevant to the carrying out of its responsibilities under its charter.

Each Committee may request the attendance of any external party at meetings, as appropriate.

The standing Committees meet no fewer than four times a year.

Details of the number of Committee meetings held during the reporting period and attendance by each Committee member is set out in the Directors' Report in the Company's 2024 Annual Report.

3.2 Committee membership and responsibilities

Each of the Committees:

- is comprised of only Non-Executive Directors and has at least three members;
- has its own charter;
- has the powers necessary to discharge their responsibilities; and
- has the Board appoint one of its members as Committee Chair.

⁴ The Investment Committee was dissolved on 1 July 2024.



St Barbara Limited - 2024 Corporate Governance Statement

Each Committee has a charter setting out its role, responsibilities, membership requirements, and how the Committee is to operate.

Further details about the roles, responsibilities, membership requirements and meeting procedures can be found in the Committee Charters in the Governance section of the Company's website at: <https://stbarbara.com.au/our-company/governance/>.



4. Integrity in corporate reporting

The Company believes that accurate and timely corporate reporting underpins effective risk management and is key to executing the Company's strategy.

4.1 Governance oversight of corporate reporting

The Board is responsible for overseeing appropriate monitoring and reporting mechanisms. It has established the Audit and Risk Committee to assist in discharging this responsibility.

The Audit and Risk Committee meets at least four times per year, including immediately before the release of the full and half-yearly financial statements. The Audit and Risk Committee have reviewed the integrity of the Company's financial statements for the financial year ended 30 June 2024 and is satisfied that the Company's financial report for 2024 complies with the applicable accounting standards and presents a true and fair view of the Company's financial condition and operational results.

All Audit and Risk Committee members have direct access to the external auditor, PricewaterhouseCoopers, and their appointed lead audit engagement partner. The lead audit engagement partner is invited to attend Audit and Risk Committee meetings and all Committee papers are made available to PricewaterhouseCoopers.

4.2 Independence of the external auditor

The Company's external auditor, PricewaterhouseCoopers, was appointed by Directors in 2016.

The Audit and Risk Committee review the effectiveness, performance, and independence of the external auditor. If it becomes necessary to replace the external auditor for performance or independence reasons, the Committee will formalise a procedure for the selection and appointment of a new external auditor.

The *Corporations Act (Cth) 2001* requires the external auditor to make an annual independence declaration to the Board, declaring that the auditor has maintained its independence in accordance with the *Corporations Act (Cth) 2001* and the rules of professional accounting bodies. PricewaterhouseCoopers has provided an independence declaration to the Board for the reporting period. PricewaterhouseCoopers' independence declaration is contained in the Directors' Report in the Company's 2024 Annual Report.

PricewaterhouseCoopers' practice is to rotate the lead audit engagement partner at least every five years. The Company's current lead audit engagement partner, Amanda Campbell, is rotating out after the Company's 2024 Annual

General Meeting and will be replaced by a new lead engagement partner, Justin Carroll.

4.3 Attendance of the external auditor at the AGM

PricewaterhouseCoopers' lead audit engagement partner attends the Company's annual general meeting and is available to answer shareholders' questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted in relation to the preparation of the financial statements, and the independence of the auditor.

4.4 Restrictions on the provision of non-audit services by the external auditor

The Company has procedures to monitor the independence of the external auditor.

The Company's delegation of authority policy regulates the provision of non-audit services by the external auditor. The provision of permissible non-audit services above a defined amount must be pre-approved by either the Audit and Risk Committee or the Chair of that Committee.

4.5 Financial and corporate reports

The Company is committed to providing clear, concise, and effective disclosure in its corporate reports.

Prior to approval of the Company's financial statements, the Board receives a written declaration, in accordance with section 295A of the *Corporations Act (Cth) 2001*, from the CEO and the CFO in relation to the Company and the Group's financial reporting processes.

The declaration received by the Board during the relevant reporting period states that the financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the Company and the Group's financial position and performance, and that the integrity of the financial statements is founded on a sound system of risk management and internal control, which is operating effectively.

For periodic corporate reports released to the market, which are not required to be audited or reviewed by the Company's external auditor, the Company has a verification, review and approval process to ensure the integrity of the information disclosed to the market. After the report and all material statements are reviewed for accuracy, reports are verified by the Company's General Counsel and Company Secretary before being approved by the CEO. Certain matters including disclosures and matters of significance to the Company also require approval from the Chair, and in some instances the Board of the Company under its reserved powers.



5. Ethical conduct and responsible decision-making

The Company is committed to conducting its business with integrity and in an open and accountable manner. The Board believes that lawful, ethical, and responsible business practices are essential to achieving sustainable long-term performance and creating shareholder value.

The Board recognises its role in setting the ethical tone and standards of the Company and its responsibility in monitoring and developing a culture of good corporate governance.

The Company has established the following policies or codes, which promote ethical and responsible business practices.

5.1 Company values, commitments and culture

Our values

The Company's values and commitments guide the way decisions are made and how Company employees treat one another and the Company's stakeholders. The Company's values are:

- *We act with honesty and integrity*
- *We treat people with respect*
- *We value working together*
- *We deliver to promise*
- *We strive to do better.*

Our Commitments

The Company's values-led culture drives expected behaviours and guides decision-making to deliver on promises and commitments to all stakeholders.



These commitments are the guiding principles that define the type of organisation the Company aspires to be and standards and behaviours that the Company expects of its directors, executives and employees.

Our Culture

The Company's culture and values are integral to its workforce and how the Company operates as a responsible business. Culture is a key contributor to the performance of the Company and its ability to achieve its objectives. It goes to the heart of the openness and transparency needed for effective stewardship and informed decision-making.

The Board is responsible for the oversight of culture and management is responsible for implementing and monitoring the desired culture and demonstrating leadership of the culture.

The Board receives regular reports on the organisation's culture. These indicators include selected safety statistics, employee turnover, recruitment statistics, whistleblower and employee grievance submissions, employee engagement results, and measurable feedback from exit interviews.

5.2 Code of Conduct

The Company has a Code of Conduct. Directors, employees, and contractors are required to demonstrate the standards of behaviour required to promote responsible decision-making and ethical behaviour in alignment with the Company's strategic objectives, policies, and values.

The Code of Conduct is supported by several Company policies that are reviewed regularly to ensure they reflect any changes in law and otherwise remain fit for purpose.

During the reporting period the Board reviewed and approved the following policies:

- Anti-Bribery and Anti-Corruption Policy;
- Community and External Relations Policy⁵;
- Continuous Disclosure and External Communication Policy;
- Health and Safety Policy;
- Privacy Policy;
- Risk Management Policy; and
- Securities Dealing Policy.

The Board is informed of any material breaches of the Code of Conduct or policies.

The **Code of Conduct** is available on the Company's website.

5.3 Sustainability

The Company's five commitments (see section 5.1) guide its approach to sustainability and the dedication to safety for our people, communities, the environment and to operating its business sustainably and responsibly.

The Company considers sustainability in everything it does, whether it's planning for future operations, exploring for new deposits, or optimising current assets. It is also looking for ways to reduce its impact and footprint through innovation, technology and the use of renewable energy.

In FY24 the Company completed a review of historical sustainability and environmental, social and governance (ESG) commitments and given the corporate restructure decided to withdraw all ESG targets until the assessment of the re-design of development projects at Simberi and Nova Scotia have reached development decision points. Appropriate commitments will be included in project specific development proposals for both locations.

⁵ Which now incorporates our previous standalone Human Rights Policy.



The Board endorsed sustainability strategy includes key programs of work and initiatives.

In FY24 the Company partnered with renewable energy company, Natural Forces to explore potential for a renewable energy hub at the closed Touquoy Gold Mine. The two companies will conduct a Feasibility Study to explore repurposing the Touquoy mine site to host a closed-loop pumped hydro energy storage system combined with solar photovoltaic panels.

Further details on the Company's approach to **ESG** performance is published in the Company's 2024 Annual Report, which is available on the Company's website.

5.4 Health and Safety Policy

The Company prioritises a healthy and safe workplace for all employees, contractors, suppliers, and the community while seeking to minimise the impacts of injuries.

Therefore, health, safety, and well-being are a critical part of the Company's business and decision-making.

Health, safety and well-being is also a critical area of focus for the Board, with the Board regularly briefed on safety performance, strategies to improve safety performance and awareness, and employee and contractor physical and mental well-being.

The **Health and Safety Policy** is available on the Company's website.

5.5 Community and External Relations Policy and Modern Slavery

The Company is committed to the protection of fundamental human rights and freedoms, including eliminating all forms of modern slavery.

The Company's **Community and External Relations Policy, Modern Slavery Policy** and **Supplier Code of Conduct** set out the Company's approach to managing human rights and modern slavery risks in its operations and supply chains.

During the reporting period, the Company issued its FY23 Modern Slavery Statement for the year ended 30 June 2023 in accordance with the *Modern Slavery Act 2018* (Cth). The Company intends to release its FY24 Modern Slavery Statement for the year ended 30 June 2024 later in 2024.

In addition, the Company's subsidiary Atlantic Mining NS Inc. issued its Forced Labour and Child Labour Report in accordance with the new *Fighting Against Forced Labour and Child Labour in Supply Chains Act (Canada)*.

The **Community and External Relations Policy, Modern Slavery Policy, Supplier Code of Conduct and Modern Slavery Statement (Australia and Canada)** are available on the Company's website.

5.6 Whistleblower Policy

The Company encourages reporting of any concerns about actual or suspected wrongdoing and improper conduct and ensures confidentiality and protection is provided to those who do so.

The Company has a Whistleblower Policy. This policy sets out how anyone can speak-up and make a confidential disclosure in a number of ways, including to a Whistleblower Protection Officer or anonymously to an external toll-free and online whistleblower reporting service via phone, email and

web-based channels operated by third-party provider, **Your-Call**.

The policy also sets out how the Company will respond to and investigate disclosures of misconduct and outlines the protections available to those who speak-up under the policy.

The Company maintains confidentiality of all whistleblower reports to the fullest extent possible and does not tolerate any detriment to nor any form of reprisal against anyone who raises a genuine concern about actual or suspected misconduct.

The Board is informed of any material incidents reported under the policy.

The **Whistleblower Policy** is available on the Company's website.

5.7 Anti-Bribery and Anti-Corruption Policy

The Company has an Anti-Bribery and Anti-Corruption Policy which sets out the Company's zero tolerance to any bribery or corruption in its business dealings and operations. The policy includes prohibitions on:

- the giving or receiving of bribes in any form, including to public officials and or to any other third-party;
- the giving or receiving of bribes, including gifts, hospitality or facilitation payments, which might improperly influence a decision, create a sense of obligation or improve or create a business advantage;
- offering anything of value to a public official (or their representative or family member) in order to improperly influence in order to obtain any improper advantage of any kind; and
- making a political donation (in cash or kind) to improperly influence to obtain an advantage of any kind.

Everyone working for or engaged by the Company is trained in the Anti-Bribery & Anti-Corruption Policy in their inductions and ongoing training.

All Employees are responsible for reporting actual or suspected breaches of the Policy pursuant to the Company's Whistleblower Policy. All safeguards in terms of confidentiality, anonymity, ongoing support and protection in that Policy will apply in these circumstances. The Board is informed of any material incidents reported under the policy.

The **Anti-Bribery and Anti-Corruption Policy** is available on the Company's website.

5.8 Securities Dealing Policy

The Company has a Securities Dealing Policy, which prohibits trading in St Barbara securities by all directors, employees, and contractors (and their immediate family members and associates) who possess information that is not generally available and that could be reasonably expected to have a material, or significant, effect on the price or value of St Barbara securities.

The policy also specifically prohibits '*designated employees*' (which includes all directors, CEO, executives, Key Management Personnel, the company secretary, senior managers, and other nominated employees, and their



associates) from trading in St Barbara securities without prior authorisation.

The Securities Dealing Policy also:

- prohibits all directors, employees, and contractors (and their immediate family members and associates) from trading in St Barbara securities during 'black-out periods' as defined in the policy;
- allows trading during a black-out period only in exceptional circumstances and with prior written clearance;
- prohibits 'designated employees' (and their associates) from hedging interests that have been granted under any equity incentive plan that is either unvested or subject to a holding lock; and
- prohibits directors and 'designated employees' from using St Barbara securities in connection with a margin loan or similar financing arrangement, which may be subject to a margin call or loan-to-value ratio breach.

The Board is informed of any material breaches under the policy.

The **Securities Dealing Policy** is available on the Company's website.

5.9 Diversity, Equal Opportunity, Anti-Discrimination and Harassment Policy

The Company has a diverse workforce in various geographic locations in Australia, Canada, and Papua New Guinea, which comprises employees from varied ethnic backgrounds, age groups and races and genders.

The Company does not discriminate based on gender, age, ethnicity, religion or cultural background. The Company ensures that all employees are provided with the same opportunities through open and honest communication, training, and development opportunities.

The Company's Diversity, Equal Opportunity, Anti-Discrimination and Harassment Policy sets out the Company's approach to inclusion and diversity, which is underpinned by the principles that the work environment promotes equal opportunity and diversity, allows employees to reach their potential and is free from discrimination harassment and bullying.

The Remuneration and Nomination Committee is responsible for (amongst other things) reviewing the Company's Diversity, Equal Opportunity, Anti-Discrimination and

Harassment Policy, overseeing compliance with equal opportunity and anti-discrimination legislation, and ensuring that the Company is able to attract and retain an inclusive and diverse selection of employees.

The **Diversity, Equal Opportunity, Anti-Discrimination and Harassment Policy** is available on the Company's website.

Gender diversity at Board, management and workforce levels

The Remuneration and Nomination Committee is responsible for setting and monitoring progress against specific, measurable objectives for achieving gender diversity. The measurable objectives for the reporting period and progress against those objectives are set out in the table below.

At the beginning of the reporting period, the composition of the Board comprised 50% of directors who are female. As at 30 June 2024, this number remained at 50%. The ASX Principles provide that the measurable objective for achieving gender diversity in Board composition for entities in the S&P / ASX 300 Index should be to have not less than 30% of its directors of each gender within a specified period.

During the reporting period, the Company was no longer classified as a 'relevant employer' under the *Workplace Gender Equality Act 2012 (Cth)*. However, in alignment with its FY24 diversity objectives, the Company will continue to monitor progress against its "Gender Equality Indicators".

The Company's 2022-2023 Report to the WGEA is available on the WGEA website as well as on the Company's website.

Traditional landowner and First Nations engagement

The Company respects and values the traditional owners of the lands on which it operates. In the communities surrounding the Company's operations in Canada and Papua New Guinea the Company makes it a priority to learn about the cultures that shape their traditional landowners and First Nations' people. Cultural awareness training is deployed in both Canada and Papua New Guinea.

The Company promotes the involvement of First Nations' people and traditional landowners in its operations. It is committed to offering traditional landowners and First Nations' people meaningful and sustainable employment, development opportunities and by supporting long-term careers with the Company. At the Company's Simberi Operations, the workforce comprises approximately 45% local Simberians and 52% PNG nationals.



Gender statistics as at 30 June 2024

We are committed to inclusion and diversity. We provide a caring work environment where our talented people are happy, thrive, feel safe and fulfil their potential.

The Company’s diversity targets were revised in FY24 to align with the change in the Company’s operational footprint.

Progress against our measurable diversity objectives

Objective	As at 30 June 2022	As at 30 June 2023	Target	By	As at 30 June 2024
1 Maintain the percentage of women on the board (including MD & CEO)	40%	40%	33%	Ongoing	50%
2 Maintain nil gender pay gap for like-for-like roles	0%	0%	0%	Ongoing	0%
3 Achieve and maintain the minimum proportion of women in senior management roles			40%	30 June 2024	42%
4 Increase the proportion of women in the Simberi Operations	16%	16%	18%	30 June 2024	17%



6. Recognise and manage risk

6.1 Risk responsibilities between the Board and management

The Board recognises that effective risk management is critical to achievement of its strategic objectives.

The Board has adopted a Risk Management Policy that aims to support the Company's Enterprise Risk Management Framework (ERMF) and outlines the Company's commitment to sound risk management practices aligned to regulatory and stakeholder requirements.

The Board is responsible for setting the Company's risk appetite and for satisfying itself that management has developed and implemented a sound system of risk identification, management and internal controls.

Detailed work on this task is delegated to the Audit and Risk Committee and reviewed by the Board.

The **Risk Management Policy** is available on the Company's website.

6.2 Audit and Risk Committee oversight of risk

The Audit and Risk Committee has a mandate from the Board to provide risk management oversight. This includes responsibility for reviewing, at least annually, the effectiveness of the Company's ERMF, that material business risks are identified and controlled, and that management is operating within the risk appetite set by the Board.

In addition, the Audit and Risk Committee is responsible for reviewing the Company's risk register on a regular basis, to ensure it includes new, emerging or changing risks, to identify and monitor the implementation of mitigative actions and to address any material incidents involving fraud or a breakdown of risk controls.

Details of the membership, charter and meetings of the Audit and Risk Committee are outlined in section 3.1 above.

During the reporting period, the Audit and Risk Committee reviewed and approved an updated ERMF, risk appetite statement and the processes required to govern risk identification, assessment, monitoring and reporting. This renewal was proposed to align with the Company's updated structure and objectives.

6.3 The Company's approach to risk management

Risk management is embedded into strategy-setting, decision-making processes and daily operations.

The Company maintains an ERMF to support the responsible achievement of its strategic objectives by identifying and addressing risk in an organised and transparent manner. The ERMF is overseen by the Board and the Audit and Risk Committee and is actively managed by the CEO, CFO, other executives and senior managers.

The ERMF delivers enhanced risk reporting and control mechanisms designed to ensure that strategic, operational, environmental, legal, social, reputational, financial and other risks are identified, assessed and appropriately managed. The ERMF is consistent with ISO 31000 Risk management guidelines.

The ERMF is central to the Company's approach to risk and opportunity. It provides governing principles and guidance on how to identify, assess, manage and escalate risks to ensure management respond appropriately to those with the potential to impact operations materially.

The ERMF includes a risk appetite statement outlining the level of risk that the Board is prepared to either accept, tolerate or seeks to avoid in pursuing the Company's strategy. The statement is critical in informing management on the Board's attitudes towards risk and is reviewed by the Board annually.

The Company's risk management process is set out in the diagram below.

The ERMF is linked to the Company's assurance and governance processes with outcomes from risk assessments used to define focus areas for external audit and internal audit. These reviews provide independent and objective assurance on the adequacy and effectiveness of the Company's internal control environment and recommendations to improve efficiency.





6.4 Material risks

The Company is exposed to a range of market, financial, operational, environmental and socio-political risks that could have an adverse effect on the Company's future performance. The nature and potential impact of these risks can change over time and vary in the degree to the extent the Company can control them. The Company's key business risks include, but are not limited to:

Material risks

Fluctuations in the United States Dollar spot gold price

Hedging risk

Foreign exchange

Government regulation

Operating risks and hazards

Reliance on transportation facilities and infrastructure

Supply chain interruption

Permitting and mining lease delays

Information technology and cyber risk

Production, cost and capital estimates

Changes in input costs

Exploration and development risk

Ore Reserves and Mineral Resources

Political, social and security risks

Community relations

Insurance

Climate change

Other natural disasters

Risk of impairment

COVID-19 and other Communicable disease

The risks outlined above reflect the key business risks that have the potential to impact the Company's operations and its financial performance if not managed effectively. Further details on these material risks are set out in the Directors' Report in the Company's 2024 Annual Report.

6.5 Climate change risk management

The Company is committed to managing the impacts of climate change and supporting the transition towards a low-carbon economy. The Board recognises that climate change will affect our business both directly and indirectly and may influence how we operate our business in the future.

The process to identify and manage climate-related risks is managed through the Company's ERMF.

The Board oversees climate-related risks covering both threats and opportunities via the Audit and Risk Committee. In addition, the Board considers climate risk in its decision-making processes.

The Company anticipates that climate change will affect areas of the Company's operations and strategy to some extent and may influence how the business is managed in the future. Key impacts and baseline measurements will be considered as part of the project development process.

6.6 Internal Audit function

Internal Audit provides independent and objective assurance on the adequacy and effectiveness of the Company's internal control environment, together with recommendations to

improve the efficiency of the relevant systems and processes.

The Company maintains a hybrid Internal Audit model managed and coordinated by the corporate finance function. As part of the agreed annual program Internal Audit reviews are conducted by an external assurance provider. In addition to external subject matter experts completing reviews if the need arises, enabling a balance of internal knowledge and external experience.

Internal Audit operates under a dynamic plan approved annually by the Audit and Risk Committee. Internal Audit has full access to all functions, records, property, and personnel of the Group.

Internal Audit administratively reports to the CFO and has a direct communication line to the Audit and Risk Committee Chair. The results of internal audit activities are reported to the Audit and Risk Committee at each meeting.

The Internal Audit function evaluates whether:

- material risks are appropriately identified and managed;
- key internal controls are both designed and operating effectively;
- resources are adequately protected;
- controls are effective to recognise and address significant legislative or regulatory issues impacting our business;
- the requirements set out in policies, standards and authorities are met; and
- whether there is any evidence of systemic weakness in the Group's framework of risk management and internal control.



7. Commitment to shareholders

7.1 Shareholder and investor engagement

The Company values engagement with the market and ensures that shareholders have access to accurate, timely and effective information about the Company and its governance both through its website and other communication technologies.

The CEO is responsible for shareholder and investor relations activities with the assistance of the General Manager Business Development and Investor Relations. The Chair is responsible for engaging with shareholders on Board, governance and remuneration matters.

The Company has an active investor relations program to facilitate effective two-way communication with investors.

Before delivering any new and substantive investor or analyst presentations, the Company releases a copy of the presentation materials to ASX.

The Company aims to ensure that shareholders are provided with all information necessary to assess the Company's performance. The Company follows the principles of continuous disclosure to ensure all investors are fully informed on the Company's activities.

All market announcements are posted on the Company's website as soon as practicable after being released to the market.

7.2 Website

Ready access to information about the Company and all relevant corporate governance information is available via the Company's website at www.stbarbara.com.au

The Company publishes its ASX announcements, annual and half-year results presentations, financial statements, investor presentations, media releases, dividends and other communications material on the Company's website at www.stbarbara.com.au/investors/

7.3 Continuous and periodic disclosure

The Company is committed to providing shareholders and the market with equal and timely access to material information concerning the Company in a factual, clear and balanced way.

The Company has a Continuous Disclosure and External Communications Policy which sets out how it complies with its disclosure obligations under *Corporations Act 2001 (Cth)* and the ASX Listing Rules.

The Board considers potential disclosure issues at each of its meetings.

The CEO, the CFO and the General Counsel and Company Secretary are responsible for overseeing and coordinating the disclosure of information to the media, analysts, brokers

and shareholders. The General Counsel and Company Secretary is responsible for communication with ASX.

The CEO is responsible for ensuring that all employees are aware of their obligation to bring price-sensitive matters to management's attention and safeguard corporate information confidentiality.

All market-sensitive information is first notified to ASX and then promptly placed on the Company's website following receipt of confirmation from ASX. Before delivering any new and substantive investor or analyst presentations the Company releases a copy of the presentation materials to ASX.

Key periodic shareholder communications include the Company's Annual Report, its full-year and half-year financial results and its quarterly mining activities report.

Copies of the final versions of all material ASX announcements are provided to the Board promptly after those announcements have been made.

The **Continuous Disclosure and External Communications Policy** is available on the Company's website.

7.4 Electronic communications

The Company gives shareholders the option to receive and send communications electronically from, and to, the Company and its Share Registry, Computershare Limited (**Share Registry**).

The Company's Share Registry also allows shareholders to register to receive alerts on any Company ASX announcements.

7.5 Annual General Meetings

The Board regards the Company's **AGM** as an important opportunity to communicate with shareholders and encourages shareholders to attend the AGM and participate by exercising their voting rights and asking the Board questions.

The Board also encourages shareholders to submit any questions about the Company's performance so that these can be addressed before or at the AGM.

The Company's 2024 AGM will be held on 23 October 2024 in Perth, Western Australia. For this AGM, the Company has determined that a physical AGM will be held to enable shareholders to participate in person.

All directors are expected to attend shareholder meetings.

All substantive resolutions at shareholder meetings are decided by a poll rather than a show of hands.



Additional information

Company directory

St Barbara Limited – ABN 36 009 165 066
Head Office – Level 19, 58 Mounts Bay Road, Perth,
Australia 6000
Telephone: +618 9476 5555

General Enquiries

Website: www.stbarbara.com.au
Email: info@stbarabra.com.au

Share Registrar

Computershare Investor Services Pty Limited manages the
Company's share register.

Telephone:
Australia: 1300 558 062
International: (+61 3) 9415 4631
web.queries@computershare.com.au
Telephone: +613 9415 4356 or 1300 653 935 (Australia only)
Facsimile: +613 9473 2500

Acknowledgement of Country

We at St Barbara acknowledge the First Nations people of
the ancestral lands on which we operate in Papua New
Guinea and Canada. We pay our respects to all First Nations
people, and to Elders past, present and emerging.

We recognise the unique cultural heritage, beliefs and
connection to these lands, waters and communities held by
First Nations people. We also recognise the importance of
the continued protection and preservation of cultural, spiritual
and educational practices.

Because we value treating all people with respect, we are
committed to building successful and mutually beneficial
relationships with the First Nations peoples throughout our
areas of operation.

Our values

We act with honesty and integrity

We treat people with respect

We value working together

We deliver to promise

We strive to do better



St Barbara