



ACN 112 731 638

CORPORATE GOVERNANCE REPORT
FOR THE YEAR ENDED 30 JUNE 2022

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The Board of Directors of CuFe Ltd (**CUF** or the **Company**) is committed to maintaining a high standard of corporate governance in accordance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition) (**Recommendations**).

In accordance with ASX Listing Rule 4.10.3, this corporate governance report discloses the extent to which the Company has adopted the Recommendations. CUF is pleased to advise that the Company's practices are largely consistent with the Recommendations, however, in areas where they do not comply, the Company is working towards compliance or does not consider that the practices are appropriate for the current size and scale of operations.

The following table sets out the Company's position with regards to adoption of the Recommendation for the year ended 30 June 2022. The current corporate governance policies are posted in a dedicated corporate governance information section of the Company's website at <http://www.cufe.com.au/>.

ASX Recommendation		Comply
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.	✓
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.	✓
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	✓
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	✓
1.5	A listed entity should: a. Have and disclose a diversity policy b. Through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and c. Disclose in relation to each reporting period: i. 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 ii. If the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	✓ n/a
1.6	A listed entity should: a. Have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and b. Disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	✓

ASX Recommendation		Comply
ASX Recommendation		
1.7	A listed entity should: a. Have and disclose a process for periodically evaluating the performance of senior executives at least once every reporting period; and b. Disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	✓
Principle 2 – Structure the Board to be effective and add value		
2.1	The board of a listed entity should: a. Have a nomination committee which: i. Has at least three members, a majority of whom are independent directors; and ii. Is chaired by an independent director; And disclose: iii. The charter of the committee; iv. The members of the committee; and v. As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or b. If it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	✗
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	✓
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, association 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, association or relationship in question and an explanation of why the board is of that opinion; and c. The length of service of each director.	✓
2.4	A majority of the board of a listed entity should be independent directors.	✗
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.	✗
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.	✓
Principle 3 – Instil a culture of acting lawfully, ethically and responsibly		
3.1	A listed entity should articulate and disclose its values.	✗
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.	✓
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.	✓
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.	✓

ASX Recommendation		Comply
ASX Recommendation		Comply
Principle 4 – Safeguard integrity of corporate reports		
4.1	The board of a listed entity should: a. have an audit committee which: i. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and ii. is chaired by an independent director, who is not the chair of the board, and disclose: iii. the charter of the committee; iv. the relevant qualifications and experience of the members of the committee; and v. in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or b. if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	✘ ✓
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	✓
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	✓
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.	✓
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	✓
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.	✓
Principle 6 – Respect the rights of shareholders		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	✓
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	✓
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	✓
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.	✓
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.	✓

ASX Recommendation		Comply
ASX Recommendation		Comply
Principle 7 – Recognise and manage risk		
7.1	The board of a listed entity should: a. Have a committee or committees to oversee risk, each of which: i. Has at least three members, a majority of whom are independent directors; and ii. Is chaired by an independent director; And disclose: iii. The charter of the committee; iv. The members of the committee; and v. As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or b. If it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	x ✓
7.2	The board or a committee of the board should: a. Review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and b. Disclose, in relation to each reporting period whether such a review has taken place.	✓
7.3	A listed entity should disclose: a. If it has an internal audit function, how the function is structured and what role it performs; or b. If it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	x ✓
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.	✓
Principle 8 – Remunerate fairly and responsibly		
8.1	The board of a listed entity should: a. Have a remuneration committee which: i. Has at least three members, a majority of whom are independent directors; and ii. Is chaired by an independent director; And disclose: iii. The charter of the committee; iv. The members of the committee; and v. As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or b. If it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	x ✓
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.	✓
8.3	A listed entity which has an equity-based remuneration scheme should:	✓

ASX Recommendation		Comply
	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.	

Board

The Board of Directors

The Board's role is to govern the Company rather than to manage it. In governing the Company, the Directors must act in the best interests of the Company as a whole. It is the role of senior management to manage the Company in accordance with the direction and delegations of the Board and it is the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

In carrying out its governance role, the primary role of the Board is the protection and enhancement of long-term shareholder value. The Board must also ensure that the Company complies with all of its contractual, statutory and any other legal obligations, including the requirements of any regulatory body. The Board has the final responsibility for the operations of the Company.

In general, the Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Company. It is required to do all things that may be necessary to be done in order to carry out the objectives of the Company. Full details of the Board's role and responsibilities are contained in the Board Charter, a copy of which is available on the Company's website.

The Board considers a diverse range of matters related to its role, including:

- Leadership;
- Strategy;
- Shareholder Liaison;
- Risk Management;
- Company Finances;
- Human Resources
- Occupational Health and Safety; and
- Delegation of Authority.

Structure of the Board

The Board has been formed so that it has effective composition, size and commitment to adequately discharge its responsibilities and duties given its current size and scale of operations.

Members of the Board during the year are as follows:

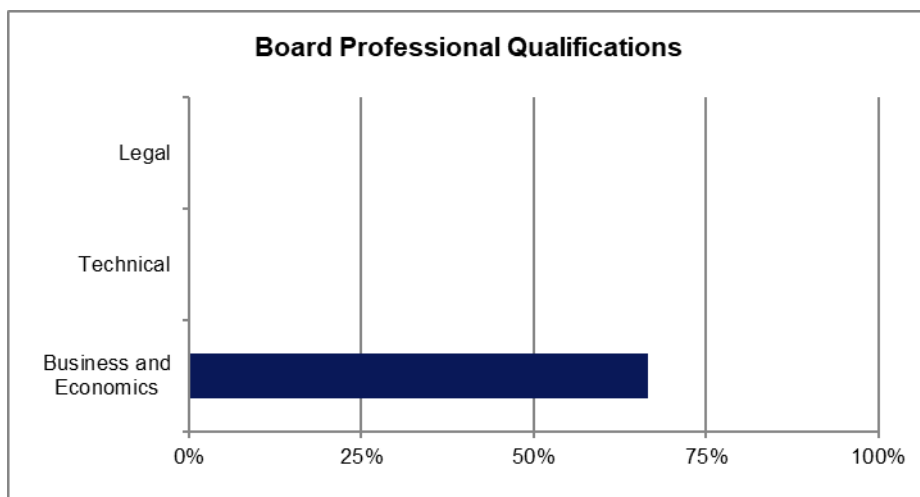
Current

Tony Sage	(Executive Chairman) ¹	Appointed 26 August 2009
Mark Hancock	(Executive Director)	Appointed 1 September 2019
Nicholas Sage	(Non-Executive Director)	Appointed 18 October 2016

¹On 17 September 2020, Mr Tony Sage transitioned from Non-Executive Chairman to the role of Executive Chairman.

Director Skills, Experience and Attributes

Directors are appointed based on the specific skills required by the Company and on other attributes such as their decision-making and judgment skills. The Company has established a Director Selection and Appointment Policy, a copy of which is published on the Company's website. A brief description of the Directors' qualifications and experience is included in the 2022 Annual Report.



Chairman and Director Independence

Examples of interests, positions, associations and relationships that might cause doubts about the independence of a director include if the director:

- Is, or has been, employed in an executive capacity by the entity or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the board;
- Is, or has within the last three years been, a partner, director or senior employee of a provider of material professional services to the entity or any of its child entities;
- Is, or has been within the last three years, in a material business relationship (e.g. as a supplier or customer) with the entity or any of its child entities, or an officer of, or otherwise associated with, someone with such a relationship;
- Is a substantial security holder of the entity or an officer of, or otherwise associated with, a substantial security holder of the entity;
- Has a material contractual relationship with the entity or its child entities other than as a director;
- Has close family ties with any person who falls within any of the categories described above; or
- Has been a director of the entity for such a period that his or her independence may have been compromised.

In each case, the assessment as to independence is made with regard to the materiality of the interest, position, association or relationship.

Mr Tony Sage in his role as Executive Chairman (role held at 30 June 2022) does not meet the Company's criteria for independence by the fact that he is a director of a substantial shareholder of the Company and acts in an executive role. The Board believes his experience and knowledge of the Company makes him the most appropriate person to lead the Board.

Mr Nicholas Sage is a Non-Executive Director and is considered to be independent.

Mr Mark Hancock does not meet the Company's criteria for independence as he holds an executive role, in respect of which Mr Hancock increased his time commitment from 1 July 2021 onwards such that he is no longer considered to be independent. In the prior year, Mr Hancock was considered to be independent as he was then engaged under a part-time employment arrangement (or equivalent).

As at 30 June 2022, the Board consisted of one Non-Executive Director and two Executive Directors. The Board did not consist of a majority of independent Directors. The Board Charter established by the Company requires that the Board will have at least one independent director. Directors are appointed for terms not exceeding three years, however are eligible for reappointment. Whilst no condition is placed upon a Board member's length of appointment, independence is considered within the context of this review.

Agreements with Directors and senior executives

The Company has entered into written agreements with all members of the Board which set out the terms of their appointment.

Company Secretary

The Company Secretary is accountable to the Board, through the Chairman, on all governance matters. The Company Secretary attends all Board meetings and ensures that the business at Board meetings is accurately captured in minutes of these meetings.

Board Meetings

The Board held three meetings during the year ended 30 June 2022. In addition, all Directors were involved in discussions regarding major decisions and undertakings, and authorisation was confirmed through circular resolutions of the Board.

Board Committees

Remuneration Committee

The role of a Remuneration Committee is to assist the Board in the effective discharge of its responsibilities, by advising and recommending to the Board matters relating to the remuneration of Directors and Senior Management of the Company. As the whole Board only consisted of three members at any one time during the year, the Company has not formed a Remuneration Committee because it would not be a more efficient mechanism than the full Board for focusing the Company on these specific issues. The Board considers a diverse range of matters related to its role, as set out in the Board Charter including:

- Senior Management remuneration;
- Director remuneration;
- Short and long-term incentive plans; and
- Succession planning.

Remuneration Policy

The remuneration policy of the Company has been designed to align Director and Senior Management objectives with business objectives and consequently shareholder returns. The Board of the Company believes the remuneration

policy to be appropriate and effective in its ability to attract and retain appropriately skilled Directors to run and manage the Company.

1. Non-Executive Director Remuneration Policy

Non-Executive Director remuneration has been approved by the Board on various dates as and when Directors have been appointed to the Company (subject to change at the Board's discretion). The Board's policy is to remunerate Non-Executive Directors at market rates for comparable companies for time, commitment and responsibilities. The maximum aggregate amount of fees that can be paid to Non-Executive Directors is approved by shareholders.

2. Senior Management Remuneration Policy

The Company is committed to remunerating its Senior Management in a manner that is market-competitive and consistent with best practice as well as supporting the interests of shareholders. Consequently, under the Performance Evaluation Policy, the remuneration of Senior Management may include but is not limited to, salary, superannuation, incentive awards, compensation payments, equity awards and service contracts. The Board may use its discretion with respect to the payment of bonuses, options and other incentive payments.

Full details regarding the remuneration of Directors and members of Senior Management that are considered to be Key Management Personnel is provided in the 2022 Annual Report.

Audit and Risk Committee

The role of an Audit and Risk Committee is to assist the Board in the effective discharge of its responsibilities, by advising and recommending to the Board matters relating to the effectiveness of the control environment of the Company in areas of operational and balance sheet risk, legal and regulatory compliance and financial reporting. As the whole Board only consisted of three members at any one time during the year, the Company has not formed an Audit and Risk Committee because it would not be a more efficient mechanism than the full Board for focusing the Company on these specific issues. The Board considers a diverse range of matters including:

- Financial controls and reporting;
- Internal controls and compliance procedures;
- External audit; and
- Risk management (environmental and social risks).

The Board Charter and Risk Management Policy address these matters, copies of which are published on the Company's website.

Consideration as to the appointment and removal of external auditors is covered in the Company's Board Charter. The Company periodically obtains a written declaration of independence from its external auditors in accordance with the Corporations Act 2001, a copy of which is included in the Company's Half Yearly and Annual Report. The external auditors' rotation rules require that an engagement partner or review partner may remain for a maximum of five years, and after that a 2 year rotation period applies.

Nominations Committee

The role of a Nomination Committee is to help achieve a structured Board that adds value to the Company by ensuring an appropriate mix of skills are present in Directors on the Board at all times. As the whole Board only consisted of three members at any one time during the year, the Company has not formed a nomination committee because it would not be a more efficient mechanism than the full Board for focusing the Company on these specific issues.

The responsibilities of a Nomination Committee would include devising criteria for Board membership, regularly reviewing the need for various skills and experience on the Board and identifying specific individuals for nomination as Directors for review by the Board. The Nomination Committee would also oversee Director and management succession plans and evaluate the Board's performance and make recommendations for the appointment and removal of Directors. Currently the Board as a whole performs this role.

The Board has established a Director Selection and Appointment Policy, a copy of which is published on the Company's website.

Other

Internal Audit

The role of an internal audit function is to independently review the effectiveness of risk management, control and governance processes. Given its size, the Company does not have an internal audit function because it is more efficient that the full Board carry out these specific functions. These functions are set out in the Board Charter, a copy of which is published on the Company's website.

Attestations by Chief Executive Officer and Chief Financial Officer

It is the Board's policy, that the Chief Executive Officer and the Chief Financial Officer make the attestations per the Recommendations as to the Company's financial condition prior to the Board signing the Half Yearly and Annual Report. The certification required in accordance with section 295A of the *Corporations Act 2001* is provided by the Chief Executive Officer and Chief Financial Officer (or their equivalent) prior to acceptance by the Board as a whole.

Periodic Corporate Reports

The Company has established a process whereby periodic corporate reports are subject to review by the Board prior to release to the market (including the Appendix 5B / quarterly cashflow report).

Notification of Material Market Announcements

The Company has established a process whereby all directors receive notification of all announcements immediately upon release to the market.

Presentations

The Company releases copies of its presentation materials via the market announcements platform ahead of presentations.

Company Values

The Board has not yet formally established and disclosed the Company's values.

Company Policies

The Company's Policies (summarised below) are published on the Company's website.

Code of Conduct

To assist the Board in carrying out its functions, it has developed a Code of Conduct to guide the Directors and Senior Management in the performance of their roles. Any breach of compliance with the Code of Conduct is reported directly to the Chairman or, if the chair be the subject thereof, the Executive Director.

Securities Trading Policy

The Company has a Securities Trading Policy in place which complies with the ASX Listing Rules. On 29 July 2022 the Company adopted a revised Securities Trading Policy.

Under the Company's current Securities Trading Policy, a Director as well as officers, employees, contractors and consultants (collectively **Personnel**) must not trade in any securities of the Company at any time when they are in possession of unpublished, price-sensitive information in relation to those securities. Additionally, Directors and Key Management Personnel may not deal in the Company's securities during Closed Periods, being 7 days preceding the release of annual results, half year results and quarterly reports (if applicable) and 48 hours after the release of these respective results.

Before commencing to trade outside of those black-out periods, a Director and Key Management Personnel must notify the Chairman of their intention to do so and obtain confirmation from the Chairman that there is no impediment to the person in trading in the Company's securities.

As is required by the ASX Listing Rules, the Company notifies the ASX of any transaction conducted by a Director in the securities of the Company.

Continuous Disclosure Policy

The Company's Continuous Disclosure policy outlines how the Company manages its continuous disclosure obligations. The Continuous Disclosure Policy was reviewed during the year.

CUF publishes all of its ASX announcements on its website, including Notices of General Meetings, Investor Presentations, Quarterly, Half Yearly and Annual Reports. All announcements made to the ASX are available to shareholders by email notification when a shareholder subscribes to the CUF email alerts via the Company's website.

Shareholder Communication Policy

CUF respects the rights of its shareholders and is committed to communicating effectively with shareholders and the market. The Company's Shareholder Communication policy outlines how the Company communicates with shareholders and the financial markets and is designed to promote effective communication with shareholders and encourages their participation at general meetings. The Shareholder Communication Policy was reviewed during the year.

The Company also has on its website, profiles of its Directors and Senior Management, a corporate governance section containing CUF's Constitution, Board Charter, Policies, and contact details of the Company's share registry. In addition, the Company has made available an e-mail address for shareholders and investors to make general enquires of the Company.

The Company encourages shareholder participation at general meetings with the Annual General Meeting (**AGM**) being the major forum for shareholders to ask questions about the performance of CUF. The Chairman allows reasonable opportunity for shareholders to ask questions at these meetings. The Chairman may respond directly to questions or, at his discretion may refer the question to another Director.

The Company's auditors are required to attend the AGM and shareholders are given reasonable opportunity to ask the auditor about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and independence of the auditor. Shareholders are also invited to submit written questions to the Company before the meeting about the auditor's report or the conduct of the audit.

To encourage greater shareholder participation at general meetings, CUF provides the option for shareholders to vote by proxy electronically through its share registry.

All substantive resolutions at a meeting of shareholders are decided by a poll.

Director Selection and Appointment Policy

CUF recognises the importance of having an appropriate mix of skills on the Board. The Company has established a Director Selection and Appointment Policy. This Director Selection and Appointment Policy was reviewed during the year.

Directors are appointed based on the specific governance skills required by the Company. Given the size of the Company and the business that it operates, the Company aims at all times to have at least one Director with relevant industry experience. In addition, Directors should have the relevant blend of personal experience in accounting and financial management and Director-level business experience.

Directors are provided with a formal letter of appointment which sets out the terms and conditions of appointment including their duties, rights, responsibilities and expectations. Prior to the appointment of Directors, appropriate checks are undertaken into candidate's character, experience, education, criminal record and bankruptcy history.

The Company believes it is important that new Directors are able to contribute to the Board's decision making process at the earliest opportunity. An informal induction process exists and is facilitated by the Chairman. The process

includes the new Director meeting with the other Board Members, Senior Management and the Company Secretary in order to gain an insight into the key issues and culture of the Company.

Performance Evaluation Policy

It is the policy of the Board to conduct annual reviews of its own performance and the performance of individual Directors. The performance of Senior Management is monitored by the Chairman with contributions from the Board.

The board performance evaluation process is conducted either by way of a formal annual questionnaire or informally. A formal performance evaluation of the Board was not undertaken during the year.

In order to achieve continuing improvement in Board performance, all Directors are encouraged to undergo continual professional development. Specifically, Directors are provided with the resources and training to address skill gaps where they are identified.

Senior Management performance evaluation is conducted on an informal basis throughout the year, and formally at year end.

Risk Management Policy

The Company manages its exposures to risk, and currently does not consider it has any material exposure to environmental or social risks. CUF recognises the importance of identifying and managing business risks and ensuring appropriate control measures are in place when deemed appropriate. The Company has established a Risk Management Policy and system for oversight and management of material business risk.

Diversity Policy

The Company recognises that a talented and diverse workforce is a key competitive advantage and that an important contributor to the Company's success is the quality, diversity and skills of its people. The Company has established a Diversity Policy.

The Board is primarily responsible for setting achievable objectives on gender diversity and monitoring the progress of the Company towards them on an annual basis. Due to the size and scale of operations of the Company, the Board has determined that a long-term gender diversity objective to meet or exceed an overall company-wide female rate of 40% each year is appropriate.

The following table shows the representation of women in the Company as at 30 June 2022:

Personnel	Total Number	Women	% Women
Whole organisation	16	4	25%
Permanent technical staff (excl. senior management)	4	2	50%
Permanent administration staff (excl. senior management)	1	1	100%
Senior executives (incl. Executive Director)	8	1	13%
Senior executives (excl. Executive Director)	6	1	17%
Board Members	3	-	-

Senior executives have been defined to include the following roles: Projects Director, Registered Mine Manager JWD, General Manager Operations, Commercial Manager, Project Manager, and Company Secretary.

Whistleblower Policy

The Whistleblower Policy is aligned to the Company's value of Integrity and Communication and the belief in speaking out against something that is wrong. The Policy affirms the Company's responsibility and commitment to full compliance with applicable laws and regulations. The Board is informed of any material instances reported under the policy.

Anti-bribery and Corruption Policy

The Company is committed to preventing any form of Corruption and Bribery and to upholding all laws relevant to these issues, including the Anti-Corruption Legislation. In order to support this commitment, the Company has adopted an Anti-Bribery and Anti-Corruption Policy to ensure that it has effective procedures in place to prevent Corruption and Bribery. The Board is responsible for reviewing any material breaches reported under the Policy.