

# ASX Announcement

28 SEPTEMBER 2022



## CORPORATE GOVERNANCE STATEMENT AND APPENDIX 4G

Podium Minerals Limited (ASX: POD, 'Podium' or 'the Company') is pleased to attach its 2022 Corporate Governance Statement and Appendix 4G

**For further information, please contact:**

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*This announcement has been approved for release by Christopher Edwards, Company Secretary, Podium Minerals Limited.*

## ABOUT PODIUM MINERALS LIMITED

Podium Minerals Limited (ASX: POD) is planning to become Australia's first platinum group metals (PGM) producer. The significant scale and grade of the Parks Reef Resource provides Podium the opportunity to support an emerging and responsible Australian critical metals mining industry.

The Parks Reef 5E PGM Project is a 15km long platinum group metal deposit which also contains gold and base metal (Cu + Ni) mineralisation. The orebody commences near surface and to date has been proven to continue to approximately 500m vertical depth, which remains open and shows consistency with near surface geology.

The location of Parks Reef in a mining friendly jurisdiction in Western Australia provides a unique opportunity secure an alternative and reliable platinum group metals supply to meet increasing global demand for decarbonised technologies that require PGMs (autocatalysts and hydrogen energy/fuel cell catalyts).

A successful and highly motivated technical and development team is accelerating Podium's strategy to prove and develop a high-value, long-life Australian PGM asset.



Figure 1. Location of the Parks Reef PGM Project 80km West of Meekatharra in Western Australia



Podium Minerals Limited  
ACN 009 200 079 (**Company**)

The Board of Directors of the Company (**Board**) are committed to achieving and maintaining high standards of performance and corporate governance.

The Company supports the 4<sup>th</sup> Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Recommendations**).

The Company's practices are largely consistent with the Recommendations. The Board considers that the implementation of a small number of Recommendations is not appropriate, for the reasons set out below in relation to the items concerned. The Board uses its best endeavours to ensure that exceptions to the Recommendations do not have a negative impact on the Company and the best interests of shareholders as a whole.

The directors of the Company (**Directors**, being either Non-Executive Directors or Executive Directors) are responsible to the shareholders for the performance of the Company in both the short and the longer term and seek to balance sometimes competing objectives in the best interests of the Company as a whole. Their focus is to enhance the interests of shareholders and other key stakeholders and to ensure the Company is properly managed.

As required by the ASX Listing Rules, the Company's main corporate governance policies and practices are summarised below, having regard to the Recommendations. Details of the Company's corporate governance plan and related documents are available online at <https://podiumminerals.com/our-company/corporate-governance/>.

This corporate governance statement is current as at 30 June 2022 and has been adopted by the Board on 28 September 2022.

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<b>Principle 1 - Lay solid foundations for management and oversight</b>		
<p><b>Recommendation 1.1: A listed entity should have and disclose a board charter setting out:</b></p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p><b>Yes</b></p>	<p>The Board has adopted a formal charter that details the functions and responsibilities of the Board and management (<b>Board Charter</b>).</p> <p>As provided for in the Board Charter, the Board is responsible for all matters relating to the running of the Company, and more specifically, all matters relating to the policies, practices, management and operations of the Company. The following decisions must be approved by the Board:</p> <p>(a) Directors acquiring or selling shares of the Company;</p> <p>(b) issuing shares of the Company;</p> <p>(c) acquiring, selling or otherwise disposing of property in excess of the amount set out in the Company's approval matrix;</p> <p>(d) founding, acquiring or selling subsidiaries of or any company within the Company, participating in other companies, or dissolving or selling the Company's participation in other companies (including project joint ventures);</p> <p>(e) acquiring or selling patent rights, rights in registered trademarks, licences or other intellectual property rights of the Company;</p> <p>(f) founding, dissolving or relocating branch offices or other offices, plants and facilities;</p> <p>(g) starting new business activities, terminating existing business activities or initiating major changes to the field of the Company's business activities;</p> <p>(h) approving and/or altering the annual business plan (including financial planning) for the Company or any part of the Company;</p> <p>(i) taking or granting loans which exceed the amount set out in the Company's approval matrix;</p> <p>(j) granting securities of any type;</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
		<p>(k) granting loans to Company officers or employees and taking over guarantees for the Company's officers and employees;</p> <p>(l) entering into agreements for recurring, voluntary or additional social benefits, superannuation agreements or agreements for general wage and salary increases;</p> <p>(m) determining the total amount of bonuses and gratuities for Company officers and employees;</p> <p>(n) determining the appointment, termination, prolongation of employment or amendment to conditions of employment of members of the Board; and</p> <p>(o) granting or revoking a power of attorney or limited authority to sign and/or act on behalf of the Company.</p> <p>The responsibilities of the Board as a whole, the Chair, individual Directors and the functions delegated to Senior Management are set out in more detail in Part A of the Company's Board Charter, which is available on the Corporate Governance page of the Company's website <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>
<p><b>Recommendation 1.2: A listed entity should:</b></p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(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.</p>	<p><b>Yes</b></p>	<p>The Board will consider nominations for appointment or election of Directors that may arise from time to time, having regard to the skills and experience required by the Company and procedures outlined in the Company's constitution and the <i>Corporations Act 2001</i> (Cth).</p> <p>The Company undertakes appropriate checks before appointing a person, or putting forward to shareholders a candidate for election, as a Director. Candidates are assessed through interviews, meetings and background and reference checks (which may be conducted both by external consultants and by Directors) as appropriate.</p> <p>The Company gives shareholders all material information in its possession relevant to the decision whether or not to elect or re-elect a Director, either in the notice of meeting and explanatory statement for the relevant meeting</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
		of shareholders which addresses the election or re-election of the Director, or by including in the notice a clear reference to the location on the Company's website, Annual Report or other document lodged with ASX where the information can be found.
<p><b>Recommendation 1.3: A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</b></p>	<p><b>Yes</b></p>	<p>Under Part A of the Board Charter, the Company must have a written agreement with each Director and senior executive setting out the terms of their appointment.</p> <p>Each Non-Executive Director receives a letter formalising their appointment and outlining the material terms of their appointment. Each Non-Executive Director has signed a letter of appointment.</p> <p>Each Executive Director has signed an executive service agreement setting out their duties, obligations and remuneration.</p>
<p><b>Recommendation 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.</b></p>	<p><b>Yes</b></p>	<p>As set out in Part A of the Board Charter, the Company Secretary is accountable to the Board, through the Chair, on all governance matters and reports directly to the Chair as the representative of the Board. The Company Secretary has primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively.</p>
<p><b>Recommendation 1.5: A listed entity should:</b></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><b>Yes</b></p>	<p>The Board has implemented a Diversity Policy in line with the ASX's Corporate Governance guidelines. The Company believes that the promotion of diversity on its Boards, in senior management and within the organisation generally is good practice.</p> <p>The Diversity Policy seeks to attract and retain people by promoting an environment where employees are treated with fairness and respect and have equal access to opportunities as they arise. Diversity within the workforce includes such factors as religion, race, ethnicity, language, gender, disability and age.</p> <p><b>Measurable objectives</b></p> <p>The recommendations of the Corporate Governance Council relating to reporting require a Board to set measurable objectives for achieving</p>

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<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 the Act.</p>		<p>diversity within the organisation, and to report against them on an annual basis. The Company has implemented measurable objectives as follows:</p> <table border="1" data-bbox="1176 320 2031 1406"> <thead> <tr> <th data-bbox="1176 320 1496 400">Measurable Objective</th> <th data-bbox="1496 320 1641 400">Objective Satisfied</th> <th data-bbox="1641 320 2031 400">Comment</th> </tr> </thead> <tbody> <tr> <td data-bbox="1176 400 1496 608">To ensure Company policies are consistent with and aligned with the goals of the Diversity Policy</td> <td data-bbox="1496 400 1641 608">Yes</td> <td data-bbox="1641 400 2031 608">The Company's selection, remuneration and promotion practices are merit based and as such are consistent with the goals of the Company's Diversity Policy.</td> </tr> <tr> <td data-bbox="1176 608 1496 935">To provide flexible work and salary arrangements to accommodate family commitments, study and self-improvement goals, cultural traditions and other personal choices of current and potential employees.</td> <td data-bbox="1496 608 1641 935">Yes</td> <td data-bbox="1641 608 2031 935">The Company does, where considered reasonable, and without prejudice, accommodate requests for flexible working arrangements.</td> </tr> <tr> <td data-bbox="1176 935 1496 1110">To implement clear and transparent policies governing reward and recognition practices.</td> <td data-bbox="1496 935 1641 1110">Yes</td> <td data-bbox="1641 935 2031 1110">The Company grants reward and promotion based solely on merit and responsibility as part of its annual and ongoing review processes.</td> </tr> <tr> <td data-bbox="1176 1110 1496 1406">To provide relevant and challenging professional development and training opportunities for all employees.</td> <td data-bbox="1496 1110 1641 1406">Yes</td> <td data-bbox="1641 1110 2031 1406">The Company seeks to continually encourage self-improvement in all employees, irrespective of seniority, ability or experience, through external and internal training courses, regular staff meetings and relevant on job mentoring.</td> </tr> </tbody> </table>	Measurable Objective	Objective Satisfied	Comment	To ensure Company policies are consistent with and aligned with the goals of the Diversity Policy	Yes	The Company's selection, remuneration and promotion practices are merit based and as such are consistent with the goals of the Company's Diversity Policy.	To provide flexible work and salary arrangements to accommodate family commitments, study and self-improvement goals, cultural traditions and other personal choices of current and potential employees.	Yes	The Company does, where considered reasonable, and without prejudice, accommodate requests for flexible working arrangements.	To implement clear and transparent policies governing reward and recognition practices.	Yes	The Company grants reward and promotion based solely on merit and responsibility as part of its annual and ongoing review processes.	To provide relevant and challenging professional development and training opportunities for all employees.	Yes	The Company seeks to continually encourage self-improvement in all employees, irrespective of seniority, ability or experience, through external and internal training courses, regular staff meetings and relevant on job mentoring.
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		<p>The Company has not implemented specific measurable objectives regarding the proportion of females to be employed within the organisation or implement requirements for a proportion of female candidates for employment and Board positions. The Board considers that the setting of quantitative gender based measurable targets is not consistent with the merit and ability-based policies currently implemented by the Company.</p> <p>The Board will consider the future implementation of gender-based diversity measurable objectives when more appropriate to the size and nature of the Company's operations.</p> <p><b>Gender diversity</b></p> <p>The Company, in keeping with the recommendations of the Corporate Governance Council provides the following information regarding the proportion of gender diversity in the organisation as at 30 June 2022:</p> <table border="1" data-bbox="1173 820 2033 1114"> <thead> <tr> <th></th> <th>Male</th> <th>Female</th> <th>Proportion Female</th> </tr> </thead> <tbody> <tr> <td>Board</td> <td>4</td> <td>1</td> <td>20%</td> </tr> <tr> <td>Other Senior Executives</td> <td>0</td> <td>1</td> <td>100%</td> </tr> <tr> <td>All other employees</td> <td>4</td> <td>1</td> <td>20%</td> </tr> </tbody> </table> <p>The Company defines Senior Executives as those members of Key Management Personnel as set out in the Annual report, other than the Directors of the Company. As at 30 June 2022, this included the Chief Financial Officer / Company Secretary of the Company.</p>		Male	Female	Proportion Female	Board	4	1	20%	Other Senior Executives	0	1	100%	All other employees	4	1	20%
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<p><b>Recommendation 1.6: A listed entity should:</b></p>	<p><b>Yes</b></p>	<p>The Board regularly monitors its performance and the performance of the Directors and Board throughout the year. This may occur through an internal review led by the Chair or be performed with the assistance of external advisers as considered appropriate.</p>																



ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<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>Generally, evaluations are conducted initially by the Chair via questionnaires and/or interviews covering matters such as each Director's individual contribution, Board performance and the functioning of the Board processes. The overall outcomes are discussed by the Board with measures taken to improve the effectiveness and efficiency of the Board as appropriate.</p> <p>No performance evaluation review with respect to the Board, its committees or the individual Directors was undertaken during the year.</p>
<p><b>Recommendation 1.7: A listed entity should:</b></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><b>Yes</b></p>	<p>In accordance with the Company's Performance Evaluation Policy, all senior executives are subject to an annual performance evaluation. Each year, senior executives will establish a set of performance targets. These targets are aligned to overall business goals and the Company's requirements of the position.</p> <p>An informal assessment of progress is carried out throughout the year. A full evaluation of an executive's performance against the agreed targets takes place annually. This will normally occur in conjunction with goal setting for the coming year. As the Company is committed to continuous improvement and the development of its people, the results of the evaluation form the basis of the executive's development plan. Performance pay components of executives' packages are also dependent on the outcome of the evaluation.</p> <p>During the financial year ended 30 June 2022, all senior executives took part in the employee performance evaluation process performed for all employees of the Company.</p>
<p><b>Principle 2 – Structure the board to be effective and add value</b></p>		
<p><b>Recommendation 2.1: The Board of a listed entity should:</b></p> <p>(a) have a nomination committee which:</p>	<p><b>Yes</b></p>	<p>During the current year, the Board established a Remuneration and Nomination Committee, which operates in accordance with the Remuneration and Nomination Charter as set out on the Company's</p>

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<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>website at <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a></p> <p>The Remuneration and Nomination Committee comprises 3 members, Mr Rod Baxter (Chair), Ms Cathy Moises and Mr Roberto Castro. All three members of the Committee are non-executives and independent directors.</p> <p>The Remuneration and Nomination Committee held one meeting during the year, which was attended by all members of the Committee.</p>
<p><b>Recommendation 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.</b></p>	<p><b>Yes</b></p>	<p>The Board has considered the key skill sets that would be appropriate for the organisation in its present stage. Skill sets currently on the Company's Board include technical, financial, managerial, corporate, and commercial.</p> <p>Key skill sets identified as being appropriate for the Board include:</p> <ul style="list-style-type: none"> <li>- exploration, mining and development;</li> <li>- accounting and corporate finance;</li> <li>- business and industry strategic planning;</li> <li>- risk management;</li> </ul>

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		<p>- environmental and health and safety.</p> <p>The Board is comprised of five members, three of whom are independent and non-executive. At this stage of the Groups development the Board believes that there is an appropriate mix of skills, experience, expertise and diversity on the Board.</p> <p>In the coming years as the Group assesses development options additional expertise may be required and at that time further consideration will be given to ensuring the Board has an appropriate mix of skills and diversity. Further details of the experience of each Director can be found in the Directors Report included in the Annual Report and at <a href="http://www.podiumminerals.com">www.podiumminerals.com</a>.</p>

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<p><b>Recommendation 2.3: A listed entity should disclose:</b></p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position or relationship of the type described in Box 2.3 (Factors relevant to assessing the independence of a director) but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><b>Yes</b></p>	<p>As at 30 June 2022, the Board consisted of:</p> <table border="1" data-bbox="1160 300 2033 922"> <thead> <tr> <th data-bbox="1160 300 1370 370">Name</th> <th data-bbox="1370 300 1594 370">Role</th> <th data-bbox="1594 300 1809 370">Independent?</th> <th data-bbox="1809 300 2033 370">Date appointed</th> </tr> </thead> <tbody> <tr> <td data-bbox="1160 370 1370 475">Clayton Dodd</td> <td data-bbox="1370 370 1594 475">Executive Chairman</td> <td data-bbox="1594 370 1809 475">No</td> <td data-bbox="1809 370 2033 475">20 October 2009</td> </tr> <tr> <td data-bbox="1160 475 1370 580">Sam Rodda</td> <td data-bbox="1370 475 1594 580">Managing Director</td> <td data-bbox="1594 475 1809 580">No</td> <td data-bbox="1809 475 2033 580">11 April 2022</td> </tr> <tr> <td data-bbox="1160 580 1370 686">Roberto Castro</td> <td data-bbox="1370 580 1594 686">Non-Executive Director</td> <td data-bbox="1594 580 1809 686">Yes</td> <td data-bbox="1809 580 2033 686">17 December 2015</td> </tr> <tr> <td data-bbox="1160 686 1370 820">Rod Baxter</td> <td data-bbox="1370 686 1594 820">Non-Executive Deputy Chairman</td> <td data-bbox="1594 686 1809 820">Yes</td> <td data-bbox="1809 686 2033 820">10 June 2021</td> </tr> <tr> <td data-bbox="1160 820 1370 922">Cathy Moises</td> <td data-bbox="1370 820 1594 922">Non-Executive Director</td> <td data-bbox="1594 820 1809 922">Yes</td> <td data-bbox="1809 820 2033 922">11 January 2021</td> </tr> </tbody> </table> <p>Clayton Dodd and Sam Rodda are not considered independent on the basis that they are or have large shareholder relationships or work as executives of the company. Despite this, the Board believes that each are able, and do make, quality and independent judgments in the best interest of the Company on all relevant issues before the Board.</p> <p>The Board assesses the independence of Directors annually, or more frequently if circumstances require.</p> <p>A copy of the definition of independence adopted by the Company is annexed to the Company's Corporate Governance Plan at Annexure A, available on the Company's "Corporate Governance" page of the Company's website at <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>	Name	Role	Independent?	Date appointed	Clayton Dodd	Executive Chairman	No	20 October 2009	Sam Rodda	Managing Director	No	11 April 2022	Roberto Castro	Non-Executive Director	Yes	17 December 2015	Rod Baxter	Non-Executive Deputy Chairman	Yes	10 June 2021	Cathy Moises	Non-Executive Director	Yes	11 January 2021
Name	Role	Independent?	Date appointed																							
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Rod Baxter	Non-Executive Deputy Chairman	Yes	10 June 2021																							
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<p><b>Recommendation 2.4: A majority of the board of a listed entity should be independent directors.</b></p>	<p><b>Yes</b></p>	<p>As show in the table at Recommendation 2.3 above, the Company has complied with Recommendation 2.4 during the reporting period, with three of the five directors being considered to be independent.</p> <p>A copy of the definition of independence adopted by the Company is annexed to the Company's Corporate Governance Plan at Annexure A, available on the Company's "Corporate Governance" page of the Company's website at <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>
<p><b>Recommendation 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.</b></p>	<p><b>No</b></p>	<p>Clayton Dodd, Executive Chairman, is not considered independent on the basis of his executive role and interest in securities in the Company. Despite this, the Board believes that he is able, and does make, quality and independent judgments in the best interest of the Company on all relevant issues before the Board.</p> <p>Rod Baxter, Non-executive Deputy Chairman, is considered independent as documented under Recommendation 2.3 above.</p> <p>The role of Chair and CEO are not undertaken by the same person.</p> <p>A copy of the definition of independence adopted by the Company is annexed to the Company's Corporate Governance Plan at Annexure A, available on the Company's "Corporate Governance" page of the Company's website at <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>
<p><b>Recommendation 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.</b></p>	<p><b>Yes</b></p>	<p>As referred to in Part D of the Board Charter, new directors go through an induction process which includes meeting with key executives, tours of the premises, an induction package and presentations. The Company also expects all Directors and the Managing Director to commit to at least 2 days of professional development each year.</p>
<p><b>Principle 3 – Instil a culture of acting lawfully, ethically, and responsibly</b></p>		

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<p><b>Recommendation 3.1: A listed entity should articulate and disclose its values.</b></p>	<p><b>Yes</b></p>	<p>The Board has approved a statement of values and charges the Directors with the responsibility of inculcating those values across the Company.</p> <p>A copy of the Company's statement of values is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>
<p><b>Recommendation 3.2: A listed entity should:</b></p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.</p>	<p><b>Yes</b></p>	<p>The Company seeks to encourage and develop a culture which will maintain and enhance its reputation as a valued corporate citizen of the countries where it operates and an employer which personnel enjoy working for.</p> <p>The Company has established a Code of Conduct that sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standards of behaviour expected from its Directors and employees. The Code of Conduct sets out policies in relation to various corporate and personal behaviour including safety, discrimination, respecting the law, anti-corruption, interpersonal conduct and conflict of interest.</p> <p>While the Code of Conduct seeks to prescribe standards of behaviour for all Company personnel to observe, it does not, and understandably cannot, identify every ethical issue that an individual might face. The Code of Conduct's objective is to provide a framework for decisions and actions in relation to ethical conduct in employment, to safeguard the Company's reputation and to make clear the consequences of breaching the Code of Conduct.</p> <p>A copy of the Company's Code of Conduct is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p><b>Recommendation 3.3: A listed entity should:</b></p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.</p>	<p><b>Yes</b></p>	<p>The Board has adopted a whistle-blower protection policy to ensure concerns regarding unacceptable conduct including breaches of the Company's code of conduct can be raised on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment. The purpose of this policy is to promote responsible whistle blowing about issues where the interests of others, including the public, or of the organisation itself are at risk.</p> <p>A copy of the Company's whistle-blower policy is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>
<p><b>Recommendation 3.4: A listed entity should:</b></p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that policy.</p>	<p><b>Yes</b></p>	<p>The Board is committed to acting professionally, fairly and with integrity in all business dealings. The Board has adopted an anti-bribery and anti-corruption policy for the purpose of setting out the responsibilities in observing and upholding the Company's position on bribery and corruption provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.</p> <p>A copy of the Company's anti-bribery and corruption policy is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>
<p><b>Principle 4 – Safeguard the integrity of corporate reports</b></p>		
<p><b>Recommendation 4.1: The board of a listed entity should:</b></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><b>Yes</b></p>	<p>During the current year, the Board established an Audit and Risk Committee, which operates in accordance with the Audit and Risk Committee Charter as set out on the Company's website at <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a></p> <p>The Audit and Risk Committee comprises 3 members, Ms Cathy Moises (Chair), Mr Rod Baxter and Mr Roberto Castro. All three members of the Committee are non-executives and independent directors. The relevant qualifications of the members of the Committee can be found in the</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<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>Directors Report included in the Annual Report and at <a href="http://www.podiumminerals.com">www.podiumminerals.com</a>.</p> <p>The Audit and Risk Committee held one meeting during the year, which was attended by all members of the Committee.</p>
<p><b>Recommendation 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.</b></p>	<p><b>Yes</b></p>	<p>Under the Company's Risk Management Policy, which is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>, the CEO and CFO will provide a written declaration of assurance that in their opinion, the financial records of the Company for any financial period have been properly maintained, comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p> <p>Such declarations were obtained in relation to the issue of the Half-year Report and its Annual Report.</p>



ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p><b>Recommendation 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.</b></p>	<p><b>Yes</b></p>	<p>When preparing reports for release to the market including the quarterly activity and cash flow reports, these reports shall be prepared and reviewed by the CEO before being presented to the Board for review and approval. Such reports shall not be released to market without this review and approval process by executive management and the Board.</p>
<p><b>Principle 5 – Make timely and balanced disclosure</b></p>		
<p><b>Recommendation 5.1: A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under ASX Listing Rule 3.1.</b></p>	<p><b>Yes</b></p>	<p>The Company has established a Continuous Disclosure Policy which is designed to guide compliance with ASX Listing Rule disclosure requirements, and to ensure that all Directors, senior executives and employees of the Company understand their responsibilities under the policy. The Continuous Disclosure Policy is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p> <p>The Continuous Disclosure Policy:</p> <ul style="list-style-type: none"> <li>(p) raises awareness of the Company's obligations under the continuous disclosure regime;</li> <li>(q) establishes a process to ensure that information about the Company which may be market sensitive and which may require disclosure is brought to the attention of the Executive Chairman, being the person/s primarily responsible for ensuring the Company complies with its continuous disclosure obligations, in a timely manner and is kept confidential; and</li> <li>(r) sets out the obligation of Directors, officers and employees of the Company to ensure that the Company complies with its continuous disclosure obligations.</li> </ul> <p>The Board has designated the Chair of the Board as the person primarily responsible for ensuring that the Continuous Disclosure Policy is implemented and that all relevant information is disclosed as required.</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
		In accordance with the Company's Continuous Disclosure Policy, all information provided to ASX for release to the market is also posted to the Company's website.
<p><b>Recommendation 5.2: A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.</b></p>	<p><b>Yes</b></p>	<p>The Board has appointed the Company Secretary as the person responsible for communicating with ASX and overseeing and coordinating the timely disclosure of information to ASX, subject to prior review and approval of all announcements by the Directors. The Company Secretary ensures that the Board are aware of when any announcement is due to go out and when the confirmation of release is received by the ASX, the Company Secretary promptly forwards this to the Board.</p> <p>The Continuous Disclosure Policy of the Company is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>
<p><b>Recommendation 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.</b></p>	<p><b>Yes</b></p>	<p>The Board has appointed the Company Secretary as the person responsible for communicating with ASX and overseeing and coordinating the timely disclosure of information to ASX, subject to prior review and approval of all announcements by the Directors. The Company Secretary ensures any substantive presentations are released to the ASX Market Announcements Platform ahead of the presentation and in accordance with the Continuous Disclosure Policy of the Company, a copy of which is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>
<p><b>Principle 6 – Respect the rights of security holders</b></p>		
<p><b>Recommendation 6.1: A listed entity should provide information about itself and its governance to investors via its website.</b></p>	<p><b>Yes</b></p>	<p>The Board aims to ensure that the Company's shareholders are informed of all major developments affecting the Company's state of affairs.</p> <p>The Company keeps investors informed through its website, <a href="https://podiumminerals.com/">https://podiumminerals.com/</a>, which contains information on the Company, the Board and the corporate governance policies and procedures of the Company. Through its website, investors can access copies of the Company's annual, half-yearly and quarterly reports (for at least three</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
		historical years), announcements to the ASX, notices of meeting, presentations and key media coverage.
<p><b>Recommendation 6.2: A listed entity should have an investor relations program that facilitates effective two-way communications with investors.</b></p>	<p><b>Yes</b></p>	<p>The Company has a Shareholder Communication Strategy which is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>. The Shareholder Communication Strategy encourages shareholder participation and engagement with the Company. This strategy also facilitates communication directly between shareholders and the Company, with any shareholder queries coordinated through the Company Secretary.</p>
<p><b>Recommendation 6.3: A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</b></p>	<p><b>Yes</b></p>	<p>The Shareholder Communication Strategy encourages shareholder participation at shareholders' meetings. Shareholders are provided with all notices of meeting prior to meetings. The Company's lead auditor is also made available for questions at the annual general meeting. Shareholders are also always given the opportunity to ask questions of the Directors and management, either during or after shareholders' meetings.</p>
<p><b>Recommendation 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.</b></p>	<p><b>Yes</b></p>	<p>The Company conducts a poll at meetings of security holders to decide each resolution.</p>
<p><b>Recommendation 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.</b></p>	<p><b>Yes</b></p>	<p>The Company provides information through its website, enabling security holders to email the Company and to receive Company announcements by email. The share registry also provides (through its website, links to which can be found on the Company's website) the ability to email the share registry and to receive documents by email from the share registry.</p>
<p><b>Principle 7 – Recognise and manage risk</b></p>		

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p><b>Recommendation 7.1: The board of a listed entity should:</b></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 paragraph (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>Yes</p>	<p>During the current year, the Board established an Audit and Risk Committee, which operates in accordance with the Audit and Risk Committee Charter as set out on the Company's website at <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a></p> <p>The Audit and Risk Committee comprises 3 members, Ms Cathy Moises (Chair), Mr Rod Baxter and Mr Roberto Castro. All three members of the Committee are non-executives and independent directors. The relevant qualifications of the members of the Committee can be found in the Directors Report included in the Annual Report and at <a href="http://www.podiumminerals.com">www.podiumminerals.com</a>.</p> <p>The Audit and Risk Committee held one meeting during the year, which was attended by all members of the Committee.</p>
<p><b>Recommendation 7.2: The board or a committee of the board should:</b></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>Yes</p>	<p>The Company is committed to the identification, monitoring and management of risks associated with its business activities and has established policies in relation to the implementation of practical and effective control systems. The Company has established a Risk Management Policy, which is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>		<p>Under the Company's Risk Management Policy, the Board reviews all major strategies and purchases for their impact on the risks facing the Company and makes appropriate recommendations. The Company also undertakes an annual review of operations to update its risk profile, which normally occurs in conjunction with the strategic planning process. This annual review occurred during the reporting period. The Board also undertakes a quarterly review of the risk areas identified in the Risk Management Policy.</p> <p>These reviews did occur during the year.</p>
<p><b>Recommendation 7.3: A listed entity should disclose:</b></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><b>Yes</b></p>	<p>The Company does not have an independent internal audit function. Due to the nature and size of the Company's operations, and the Company's ability to derive substantially all of the benefits of an independent internal audit function in the manner disclosed below, the expense of an independent internal auditor is not considered to be appropriate.</p> <p>The Board performs all key elements of an internal audit function, including:</p> <ul style="list-style-type: none"> <li>(a) evaluating and seeking and obtaining reasonable assurance that risk management, control and governance systems are functioning as intended and will enable the Company's objectives and goals to be met;</li> <li>(b) evaluating information security and associated risk exposures;</li> <li>(c) evaluating regulatory compliance programs with consultation from internal and external legal counsel;</li> <li>(d) evaluating the Company's preparedness in case of business interruption; and</li> <li>(e) providing oversight of the Company's anti-fraud programs.</li> </ul> <p>The Board delegates to the Company Secretary/one or more appropriate Senior Executives the authority to implement any non-strategic amendments to risk management systems required as a result of changed circumstances, or where the potential for improvement has been</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
		<p>identified; reporting all such matters to the Board for consideration at its next meeting. The Board may also seek recommendations from appropriate Senior Executives where strategic changes to risk management and internal control processes are required.</p>
<p><b>Recommendation 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.</b></p>	<p><b>Yes</b></p>	<p>The Company identifies and manages material exposure to environmental and social risks in a manner consistent with its Risk Management Policy, which is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>. The Company has, and continues to, undertake various organisation wide risk reviews to identify potential business risks. The effectiveness of the controls in place to address each risk is reviewed on a regular basis and, where the residual risk is considered outside of acceptable limits, further controls and risk mitigation measures are developed and implemented.</p> <p><b>Environmental:</b> The Company is subject to, and responsible for, ensuring compliance with various regulations, licenses, approvals and standards so that its activities do not cause unauthorised environmental harm. Through its ongoing management of environmental activities, the Company has been able to operate in an environmentally sustainable and responsible manner.</p> <p><b>Social:</b> The Company recognises that a failure to manage stakeholder expectations may lead to disruption to the Company's operations. The Company is proud to be involved in and supportive of community groups, organisations and charities in the region in which it operates.</p>
<p><b>Principle 8 – Remunerate fairly and responsibly</b></p>		
<p><b>Recommendation 8.1: The board of a listed entity should:</b></p> <p>(a) have a remuneration committee which:</p>	<p><b>Yes</b></p>	<p>During the current year, the Board established a Remuneration and Nomination Committee, which operates in accordance with the Remuneration and Nomination Charter as set out on the Company's website at <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a></p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>		<p>The Remuneration and Nomination Committee comprises 3 members, Mr Rod Baxter (Chair), Ms Cathy Moises and Mr Roberto Castro. All three members of the Committee are non-executives and independent directors.</p> <p>The Remuneration and Nomination Committee held one meeting during the year, which was attended by all members of the Committee.</p>
<p><b>Recommendation 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.</b></p>	<p><b>Yes</b></p>	<p>The Board Charter sets out the policies and practices of the remuneration of Non-Executive Directors, Executive Directors and other senior executives.</p> <p>Details of the remuneration of the Directors and other executives are set out in the Remuneration Report (which forms part of the Director's Report contained in the Company's latest Annual Report).</p>
<p><b>Recommendation 8.3: A listed entity which has an equity-based remuneration scheme should:</b></p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of</p>	<p><b>Yes</b></p>	<p>The Company's Trading Policy prohibits the hedging of unvested performance share rights and vested securities that are subject to disposal restrictions. This is in line with the requirements of the <i>Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011</i> (Cth), and is intended to prevent</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p>derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>		<p>transactions which could have the effect of distorting the proper functioning of performance hurdles or reducing the intended alignment between management's and shareholders' interests.</p> <p>For the purposes of this policy, hedging includes the entry into any derivative transaction within the meaning given in section 761D of the Corporations Act (such as options, forward contracts, swaps, futures, warrants, caps and collars) and any other transaction in financial products which operate to limit (in any way) the economic risk associated with holding the relevant securities.</p> <p>The Trading Policy is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>



# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Podium Minerals Limited

ABN/ARBN

84 009 200 079

Financial year ended:

30 June 2022

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

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

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

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

Date: 28 September 2022

Name of authorised officer authorising lodgement: Christopher Edwards

<sup>1</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

<sup>2</sup> Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

<sup>3</sup> Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

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

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

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a> and we have disclosed the information referred to in paragraph (c) at:</p> <p>within our Corporate Governance Statement at <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 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: <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a> and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>within our Corporate Governance Statement at <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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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:</p> <p><a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>within our Corporate Governance Statement at</p> <p><a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
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"/> and we have disclosed a copy of the charter of the committee at: <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) at: within our Corporate Governance Statement at <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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"/> and we have disclosed our board skills matrix at: within our Corporate Governance Statement at <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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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: within our Corporate Governance Statement at <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a> and, where applicable, the information referred to in paragraph (b) at: within our Corporate Governance Statement at <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a> and the length of service of each director at: within our Corporate Governance Statement at <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a>	<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 <b>OR</b> <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 type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
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: <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
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: <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) at: within our Corporate Governance Statement at <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a></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>



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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
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: <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a>	<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
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
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: <a href="http://www.podiumminerals.com">www.podiumminerals.com</a>	<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: within our Corporate Governance Statement at <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<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>	<input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) at: within our Corporate Governance Statement at <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
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>	<input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: within our Corporate Governance Statement at <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

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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 the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at:</p> <p>within our Corporate Governance Statement at <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p>within our Corporate Governance Statement at <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a></p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p>within our Corporate Governance Statement at <a href="http://www.podiumminerals.com/our-company/corporate-governance/">www.podiumminerals.com/our-company/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
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.	<input type="checkbox"/> and we have disclosed information about the processes in place at: ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <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.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <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.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input 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
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>