

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Torque Metals Limited

ABN/ARBN

621 122 905

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: <https://www.torquemetals.com/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 5 October 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: 6 October 2022

Name of authorised officer  
authorising lodgement:

Neil W. McKay – Company Secretary

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

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

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

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

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

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

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

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

**ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES**

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: <a href="http://www.torquemetals.com/corporate-governance">www.torquemetals.com/corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b><u>OR</u></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><u>OR</u></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><u>OR</u></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><u>OR</u></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/](http://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.

**Appendix 4G**  
**Key to Disclosures Corporate Governance Council Principles and Recommendations**

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> 1.5(a) and 1.5(c) (3a)</p> <p>and we have disclosed a copy of our diversity policy at:</p> <p>. www.torquemetals.com/corporate-governance</p> <p>Torque is not included in the SAP/ASX 300 Index</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p> <p>Set out in our Corporate Governance Statement 1.5(b) and 1.5(c) (1) and (2)</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) and the undertaking of the evaluation referred to in paragraph (b) in the Torque Corporate Governance Statement 30 June 2022 (attached)</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<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 the Remuneration Committee Charter in the Corporate Governance Policies located <a href="http://www.torquemetals.com/corporate-governance">www.torquemetals.com/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"/> <i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively as set out in the Torque Corporate Governance Statement 30 June 2022 (attached),</p>	<p><input checked="" 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 type="checkbox"/></p> <p>and we have disclosed our board skills matrix out in the Torque Corporate Governance Statement 30 June 2022 (attached),</p> <p><i>[insert location]</i></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>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, 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</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>And we have fully disclosed paragraphs (a) (b) and (c) as set out in the Torque Corporate Governance Statement 30 June 2022:</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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
<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 as set out in the Torque Corporate Governance Statement 30 June 2022 (attached):	<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.torquemetals.com/corporate-governance">www.torquemetals.com/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.torquemetals.com/corporate-governance">www.torquemetals.com/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.torquemetals.com/corporate-governance">www.torquemetals.com/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><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor Torque Corporate Governance Statement 30 June 2022 (attached):</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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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.torquemetals.com/corporate-governance">www.torquemetals.com/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.torquemetals.com">www.torquemetals.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: <a href="http://www.torquemetals.com">www.torquemetals.com</a> .	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement



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<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> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework as set out in Torque Corporate Governance Statement 30 June 2022 (attached):</p> <p>[</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>		<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (b):]</i></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 framework as set out in Torque Corporate Governance Statement 30 June 2022 (attached):</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks as set out in Torque Corporate Governance Statement 30 June 2022 (attached):  [	<input type="checkbox"/> set out in our Corporate Governance Statement

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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"/> <i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive as set out in Torque Corporate Governance Statement 30 June 2022 (attached):</p>	<p><input checked="" 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	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><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 as set out in Torque Corporate Governance Statement 30 June 2022 (attached): and the Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: as set out in Torque Corporate Governance Statement 30 June 2022 (attached):</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>



ACN 621 122 905

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**CORPORATE GOVERNANCE STATEMENT**

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**6 October 2022**

**Adopted: 6 October 2022**

**In respect of the Financial Year ended 30 June 2022**

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## CORPORATE GOVERNANCE STATEMENT

### Disclosure of Corporate Governance Practices

The Company reports below on how it has followed (or otherwise departed from) each of the ASX Principles and Recommendations (ASX P&R) 4<sup>th</sup> Edition during the financial reporting period (the **Reporting Period**) year ended 30 June 2022.

#### Summary Statement:

	Compliance with ASX P&R		Compliance with ASX P&R
	Yes/ No		Yes/ No
Recommendation 1.1	Yes	Recommendation 4.1	No
Recommendation 1.2	Yes	Recommendation 4.2	Yes
Recommendation 1.3	Yes	Recommendation 4.3	Yes
Recommendation 1.4	Yes		
Recommendation 1.5	Yes	Recommendation 5.1	Yes
Recommendation 1.6	No	Recommendation 5.2	Yes
Recommendation 1.7	No	Recommendation 5.3	Yes
Recommendation 2.1	No	Recommendation 6.1	Yes
Recommendation 2.2	Yes	Recommendation 6.2	Yes
Recommendation 2.3	Yes	Recommendation 6.3	Yes
Recommendation 2.4	Yes	Recommendation 6.4	Yes
		Recommendation 6.5	Yes
Recommendation 2.5	No		
Recommendation 2.6	Yes	Recommendation 7.1	No
		Recommendation 7.2	No
Recommendation 3.1	Yes	Recommendation 7.3	Yes
Recommendation 3.2	Yes	Recommendation 7.4	Yes
Recommendation 3.3	Yes		
Recommendation 3.4	Yes	Recommendation 8.1	No
		Recommendation 8.2	Yes
		Recommendation 8.3	Yes

#### Website Disclosures

Further information about the Company's charters, policies and procedures may be found at its website at [www.torquemetals.com](http://www.torquemetals.com) under the "Corporate Governance" tab.

#### Principle, Recommendation and Disclosure in relation thereto

##### Principle 1. Lay solid foundations for management and oversight

A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

#### Recommendation 1.1

A listed entity should disclose:

- (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.

##### **Disclosure: Satisfied**

The Company has established the functions reserved to the Board and has set out these functions in its Board Charter. The Board is collectively responsible for promoting the success of the Company through its key functions of overseeing the management of the Company, providing overall corporate governance of the Company, monitoring the financial performance of the Company, engaging appropriate management commensurate with the Company's structure and objectives, involvement in the development of corporate strategy and performance objectives and reviewing, ratifying and monitoring systems of risk management and internal control, codes of conduct and legal compliance.

## CORPORATE GOVERNANCE STATEMENT

The Company has established the functions delegated to senior executives and has set out these functions in its Board Charter.

Senior executives

are responsible for supporting the Executive Chairman and assisting in implementing the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board

Senior executives are responsible for reporting all matters which fall within the Company's materiality thresholds at first instance to the Executive Chairman or, if the matter concerns the Executive Chairman, then directly to the lead independent Director, as appropriate.

### Recommendation 1.2

A listed entity should:

- (a) undertake appropriate checks before appointing a director or senior executive, or putting forward to security holders a candidate 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.

**Disclosure: Satisfied**

The Board undertakes a review of the potential candidate and their appropriate skills through a reference of previous positions and industry contacts.

Full details of each person are announced in the initial appointment announcement and also in the Annual Report. Where a director is seeking election, shareholders are given full details.

### Recommendation 1.3

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

**Disclosure: Satisfied**

Upon joining the Company, each director and senior executive enters into an agreement with the Company which sets out the key terms of their employment and their responsibilities including the need to adhere to all Company policies and disclosure requirements.

### 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.

**Disclosure: Satisfied**

The Company Secretary advises the Board directly on all matters regarding the function of the Board, in consultation with any legal advice if so required. The Company Secretary is responsible for co-ordinating all board matters, committee meetings and advice.

### Recommendation 1.5

A listed entity should:

- (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally and to assess annually both the objectives and the entity's progress in achieving them;
- (b) disclose that policy or a summary of it; and
- (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:
  - i. the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or
  - 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.

**Disclosure: Satisfied**

The Company has a policy of appointing the most suitably qualified person to each position in the Company. Where there is a vacancy, the most suitable party will be employed regardless of gender, age, ethnicity, or cultural background.

## CORPORATE GOVERNANCE STATEMENT

The Company has established and implemented a Diversity Policy, positions are selected on the best available candidate.

At the date of this report, no Board members are female and all other senior executive positions who can influence the direction of the Company were filled by males.

### Recommendation 1.6

A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of the board, its committee and individual directors; and
- (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

**Disclosure: Not Satisfied**

The Chair is responsible for evaluating the Board and the various committee members. The Chair holds informal discussions with the Board on an ongoing basis, as required. Given the size of the Company and only being a three-person board, the position of Chair is usually filled by Executive Chairman. No formal performance evaluation took place during the period.

### Recommendation 1.7

A listed entity should:

- (a) have and disclose a process for periodically evaluating of its senior executives at least once every reporting period; and
- (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

**Disclosure: Not Satisfied**

The Executive Chairman is responsible for evaluating the senior executives and does this by holding informal discussions with each executive on an ongoing basis as required. No formal performance evaluation took place during the period.

## Principle 2. Structure the board to be effective and add value

The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

### Recommendation 2.1

The board of a listed entity should:

- (a) have nomination committee which:
  - i. has at least three (3) members, a majority of whom are independent directors;
  - ii. is chaired by an independent director;
  - iii. disclose the charter of the committee;
  - iv. disclose 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 meeting; 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.

**Disclosure: Not Satisfied**

Because of its size and limited resources, the Company does not have a separately constituted Nomination Committee. The full Board undertakes the duties which would normally fall to such a Committee.

The Company will review the need to form this committee as it develops.

## CORPORATE GOVERNANCE STATEMENT

### 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.

**Disclosure: Satisfied**

The skills of each director are outlined in Schedule 1 to this document:

### Recommendation 2.3

A listed entity should disclose:

- (a) the names of the directors considered by the board to be independent directors; and
- (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

Name	Position	Appointment Date	Independent
Mr Ian Finch	Non-Executive Chairman	16/08/2017	No
Mr. Tony Lofthouse	Non-Executive Director	30/01/2020	Yes
Mr Pat Burke	Non-Executive Director	8/02/2021	Yes

An independent director is defined as a non-executive director and:

- Is not a substantial shareholder of the Company or an officer of or directly or indirectly associated with a substantial shareholder of the Company;
- Within the last three years has not been employed in an executive capacity by the Company, or been a director after ceasing to hold any such employment;
- Within the past three years has not been a principal of a material professional advisor or a material consultant to the Company or an employee associated with such a material service provider or advisor; and
- Does not have a material contractual relationship with the Company other than as a director of the Company.

**Disclosure: Satisfied**

The Board comprises three Directors. Mr Finch acts as the Chair and is not considered an independent director as he has acted in an Executive capacity within the last three years. Non-Executive Directors Mr. Burke and Mr. Lofthouse are considered independent directors. The Board is of the opinion that the objectives and current strategy of the Company are well served by retaining the current composition of the Board, irrespective of the Directors' degree of independence. A determination with respect to independence is made by the Board on an annual basis. In addition, the Directors are required on an ongoing basis to disclose relevant personal interests and conflicts of interest which in turn trigger a review of a director's independent status.

The profile of each Director detailing their skills, experience, expertise and term of office is set out in the Directors' Report as included in the Annual Report.

Identification of Independent Directors:

Independence is measured having regard to the relationships listed in Box 2.1 of the Principles and Recommendations and the Company's materiality thresholds.

Materiality Thresholds:

The Board has agreed on the guidelines for assessing the materiality of matters. These are set out in the Company's Board Charter as published to the Company's website.

### Recommendation 2.4

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



## CORPORATE GOVERNANCE STATEMENT

### ***Disclosure: Satisfied***

Mr. Burke and Mr. Lofthouse are independent directors comprising a majority of the board. Two Board members are considered independent directors and therefore the majority of the Board is considered independent. The Board is of the opinion that the objectives and current strategy of the Company are well served by retaining the current composition of the Board, irrespective of the Directors' degree of independence. A determination with respect to independence is made by the Board on an annual basis. In addition, the Directors are required on an ongoing basis to disclose relevant personal interests and conflicts of interest which in turn trigger a review of a director's independent status.

## 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.

### ***Disclosure: Not Satisfied***

The role of the Chair has been performed Mr Ian Finch.. The Board notes that the Chair has acted in an executive capacity within the last three years and therefore technically is not considered independent.

## Recommendation 2.6

A listed entity should have a program for inducing 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.

### ***Disclosure: Satisfied***

Each director is provided with an induction to the Company's assets and business including all policies and procedures. Each director can request appropriate development opportunities which will be considered by the Board on each occasion.

If a Director considers it necessary to obtain independent professional advice to properly discharge the responsibility of their office as a Director, then, provided the Director first obtains approval for incurring such expense from the Chair, the Company will pay the reasonable expenses associated with obtaining such advice.

## Principle 3. Act lawfully, ethically and responsibly

A listed entity should instill and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.

## Recommendation 3.1

A listed entity should articulate and disclose its statement of values.

### ***Disclosure: Satisfied***

The Company has a Statement of Values and it is disclosed on the Company's website.

## Recommendation 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 member of the board is informed of any material breaches of that code

### ***Disclosure: Satisfied***

The Company has established a Code of Conduct as to the practices necessary to maintain confidence in the Company's integrity, to take into account their legal obligations, the expectations of their stakeholders, responsibility and accountability of individuals for reporting and investigating reports of unethical practices.

## Recommendation 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 breaches of that policy

### ***Disclosure: Satisfied***

The Company has established a Whistleblower policy and it is disclosed on the Company's website

## CORPORATE GOVERNANCE STATEMENT

### Recommendation 3.4

A listed entity should:

- (a) have and disclose an Anti-bribery and Corruption policy; and
- (b) ensure that the Board or a committee of the board is informed of any material breaches of that policy

**Disclosure: Satisfied**

*The Company has established an Anti-bribery and Corruption policy and it is disclosed on the Company's website.*

### Principle 4. Safeguard the integrity of corporate reports

A listed entity should have appropriate processes to verify the integrity of its corporate reports.

### Recommendation 4.1

A 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;
  - ii. is chaired by an independent director who is not the chair of the board;
  - iii. disclose the charter of the committee;
  - iv. disclose the relevant qualifications and experience of the members of the committee;
  - v. disclose 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 partner.

**Disclosure: Not Satisfied**

Because of its size and limited resources, the Company does not meet have an Audit Committee.

The full Board undertakes the duties that would otherwise fall to such a committee. The Company is small, has a three person board and a minimalistic management structure. It relies on equity for funding and in all the circumstances does not perceive that the gains to be derived through the operation of a formal committee structure in the manner contemplated by the Principles and Recommendations can be cost justified.

The Company has established procedures for the selection, appointment and rotation of its external auditor. The Board was responsible for the initial appointment of the external auditor and continues to be responsible for the appointment of a new external auditor when the vacancy arises. Candidates for the position must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances.

The Company will review the need to form this committee as it develops.

### Recommendation 4.2

The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive declarations from its CEO and CFO in accordance with S.295A of the Corporations Act 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.

**Disclosure: Satisfied**

The Executive Chairman and Chief Financial Officer have provided a declaration to the Board in accordance with section 295A of the Corporations Act and have assured the Board that such a declaration is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial risk.

## CORPORATE GOVERNANCE STATEMENT

### 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/reviewed by an external auditor.

**Disclosure: Satisfied**

The Company has established a Continuous Disclosure Policy designed to ensure compliance with ASX Listing Rules disclosure and accountability at a senior executive level for that compliance.

This policy may be viewed in its complete detail on the Company's website.

### Principle 5. Make timely and balanced disclosure

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

### Recommendation 5.1

A listed entity should:

- (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and
- (b) disclose that policy or a summary of it.

**Disclosure: Satisfied**

The Company has established a Continuous Disclosure Policy designed to ensure compliance with ASX Listing Rules disclosure and accountability at a senior executive level for that compliance.

This policy may be viewed in its complete detail on the Company's website.

### Recommendation 5.2

A listed entity should:

Ensure that its Board received copies of all material markets announcements promptly after they have been made

**Disclosure: Satisfied**

The Company has established a Continuous Disclosure Policy designed to ensure compliance with ASX Listing Rules disclosure and accountability at a senior executive level for that compliance.

This policy may be viewed in its complete detail on the Company's website.

### 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.

**Disclosure: Satisfied**

The Company has established a Continuous Disclosure Policy designed to ensure compliance with ASX Listing Rules disclosure and accountability at a senior executive level for that compliance.

This policy may be viewed in its complete detail on the Company's website.

### Principle 6. Respect the rights of security holders

A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

### Recommendation 6.1

A listed entity should provide information about itself and its governance to investors via its website.

**Disclosure: Satisfied**

The Company has established a Shareholder Communication Policy for promoting effective communication with shareholders and encouraging shareholder participation at general meetings. This includes all relevant information being disclosed on the Company's website.

## CORPORATE GOVERNANCE STATEMENT

### Recommendation 6.2

A listed entity should have an investor relations program to facilitate effective two-way communication with investors.

**Disclosure: Satisfied**

The Company has established a Shareholder Communication Policy for promoting effective communication with shareholders and the Company welcomes open communication with shareholders.

### Recommendation 6.3

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

**Disclosure: Satisfied**

These policies and processes are available for inspection on the Company's website.

### 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.

**Disclosure: Satisfied**

The Company has established a Shareholder Communication Policy which is available on the Company's website. The Company ensures that all resolutions at meetings of security holders are decided on a poll.

### Recommendation 6.5

A listed entity should give security holders the options to receive communications from, and send communication to, the entity and its security registry electronically.

**Disclosure: Satisfied**

The Company has established a Shareholder Communication Policy which is available on the Company's website.

## Principle 7. Recognise and manage risk

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

### Recommendation 7.1

A 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;
  - ii. is chaired by an independent director;
  - iii. disclose the charter of the committee;
  - iv. disclose the members of the committee;
  - v. disclose 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.

**Disclosure: Not Satisfied**

The Company has not established a Risk Management Committee.

The Board has adopted a Risk Management Policy which sets out the Company's risk profile. Under the policy, the Board is responsible for approving the Company's policies on risk oversight and management and satisfying itself that management has developed and implemented a sound system of risk management and internal control.

The Company will review the need to form this committee as it develops

## CORPORATE GOVERNANCE STATEMENT

### Recommendation 7.2

A 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.

**Disclosure: Not Satisfied**

Management has not reported to the Board as to the effectiveness of the Company's management of its material business risks. Whilst the Board recognises the benefit of the discipline of documenting such matters, the Board has deployed its scarce resources to other endeavours in priority to the preparation of a written report on the matter of risk. Given that the Company has a Risk Management Policy in place and the nature, extent and scale of its operations are extremely limited with internal control measures already in place, the Company considers that it is managing its material business risks just as effectively as if a formal independent committee was established for the purpose recommended.

The Company will review the need to require management to design and implement risk management and internal control as it develops.

### Recommendation 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.

**Disclosure: Satisfied**

The Company does not have an internal audit function.

As the Company is relatively small, has a three person board and a minimalistic management structure, it considers that all material transactions are transparent to management and there is no perceived benefit in instigating an internal audit function.

### Recommendation 7.4

A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.

**Disclosure: Satisfied**

The Company operates a mineral exploration business and as such has exposure to the risks of the mineral exploration industry including commodity prices, environmental risks etc. In 2021 Torque made a commitment to commence Environmental, Social, and Governance (ESG) reporting as a tangible first step in building robust sustainability credentials for Torque. We are now working toward making disclosures against the World Economic Forum (WEF) universal ESG framework. We intend to demonstrate our disclosure progress by providing ESG updates and make our disclosures available in the public domain.

## Principle 8. Remunerate fairly and responsibly

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with creation of value for security holders and with the entity's values and risk appetite.

### Recommendation 8.1

A 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;
  - ii. is chaired by an independent director;
  - iii. disclose the charter of the committee;
  - iv. disclose the members of the committee;
  - v. disclose 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.

**Disclosure: Not Satisfied**

## CORPORATE GOVERNANCE STATEMENT

The Company has not established a Remuneration Committee. The full Board undertakes on an ad-hoc unstructured basis the duties which normally would be performed by such a committee. The Company does however have a formal Remuneration Committee policy but due to its size and limited resources, this policy is not being implemented.

The level and composition of remuneration for directors and senior executives is readily determined by what would normally be paid to incumbents in similar sized companies.

The Company will review the need to form such a committee as it develops.

### 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.

**Disclosure: Satisfied**

The information required by this recommendation is disclosed in the Company's Annual Report. In summary, both non-executive and the executive director are being remunerated at a fixed fee for their time and board responsibilities.

### Recommendation 8.3

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

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

**Disclosure: Satisfied**

The Company and its Shareholders have adopted the Torque Employee Incentive Plan, which is required to approved by Shareholders every three years.

A copy of the Torque Securities Trading Policy can be views at <https://www.torquemetals.com/corporate-governance>

The Company has a Securities Trading Policy concerning dealing in the Company's securities by directors, officers, employees, contractors and which prohibits broker credit beyond T+2, margin lending or leveraged equity providers (by whatever name and under whatever guise) without the fully informed consent of the Board.

The Rules prohibit dealing in the Company's securities by persons:

- who possess inside information, in particular information that ought reasonably to be known as "inside information" in relation to Company securities; or
- the Disclosure Officer has issued an instruction prohibiting dealing in Company securities by a Designated Officer; or
- it is a day on which the Company has made or is expected to make an announcement to the ASX; or
- he or she has not complied with obtaining the necessary clearances from the Disclosure Officer.

*End of Corporate Governance Statement*

# CORPORATE GOVERNANCE STATEMENT

SCHEDULE 1 Board Skills Matrix		LEGEND	
	E:	F:	C:
	Expert	Familiar	Competent
Board Skills Matrix October 2022			
Name	Mr. Ian Finch	Mr. Pat Burke	Mr. Tony Lofthouse
Title	Executive Chairman	Non-Executive Director	Non- Executive Director
Independent	N	Y	Y
Gender	M	M	M
Corporate leadership	E	E	F
International experience	C	C	C
Geology & Exploration experience	E	F	C
Mining & Production experience	F	F	F
Industry & sector experience	E	E	E
Board experience	E	E	C
Capital project	F	F	F
Strategy Development	E	E	E
Finance & Accounting	F	F	F
Legal & Regulatory	F	E	F
Digital & Information Technology	C	C	E
Human Resources & People	F	F	F
Public Relations, Marketing & Communications	E	E	F
Risk & Compliance	C	F	F
Capital Markets	E	E	C
Stakeholder engagement	C	F	F
Environmental & Climate	C	C	F
Social & Sustainability	C	C	C
Governance & Policy	F	F	E
Director (medium organisation 10 - 99 employees)	C	C	E
Director (large organisation 100+ employees)	C	C	C
Financial literacy	C	F	F
Strategic thinking	E	E	E

## CORPORATE GOVERNANCE STATEMENT

Executive performance management	E	E	C
Risk management and mitigation	C	C	C
Compliance focus	C	F	F
Profile / reputation	C	C	C
Team player / collaborative	E	E	E
Ability and willingness to challenge and probe	E	E	E
Common sense and sound judgement	E	E	E
Integrity and high ethical standards	E	E	E
Mentoring abilities	E	E	E
Interpersonal relations	E	E	E
Listening skills	E	E	E
Verbal communication skills	E	E	E
Understanding of effective decision-making process	E	E	E
Willingness and ability to devote time and energy to the role	E	E	E



