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**CORPORATE GOVERNANCE STATEMENT**

FOR THE PERIOD

1 JULY 2020 TO 30 JUNE 2021

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**The Corporate Governance Statement has been approved by the Board and is current as at date.**

**29 December 2022**

## **Corporate Governance Statement**

### **Introduction**

This Corporate Governance Statement sets out Ikwezi Mining Limited's (the **Company**) compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Recommendations**).

The Ikwezi Mining Limited Board currently comprises of three Directors, one of whom are considered to be independent.

The Board is committed to ensuring that our Company is properly managed to protect and enhance Shareholder interests, and that we and our Directors, officers and employees operate in an appropriate environment of corporate governance.

Accordingly, the Board has adopted corporate governance policies and practices (the majority of which are in accordance with ASX's Corporate Governance Principles and Recommendations (ASX Recommendations)) designed to promote the responsible management and conduct of our Company.

Our main policies and practices are summarised below. In addition, many governance elements are contained in the Constitution. Details of our key policies and practices and charters for the Board and each of its committees are available at [www.ikwezimining.com](http://www.ikwezimining.com) or may be obtained from our Company Secretary.

### **Board responsibilities and composition**

The Board is ultimately responsible for setting policy regarding the strategic direction and goals for our business and affairs.

The Board delegates day-to-day management of our resources to management, under the leadership of the Executive Chairman, to deliver the strategic direction and goals determined by the Board.

In discharging their duties, Directors are provided direct access to and may rely upon senior management and external advisers and auditors. The Board collectively, the Board committees and individual Directors may seek independent professional advice at our expense for the purposes of the proper performance of their duties.

The Board considers an independent Director to be a Non-Executive Director who is not a member of our management and who is free from any interest and any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the independent exercise of their judgement. The Board will consider the materiality of any given relationship on a case-by-case basis, rather than referring to a general materiality threshold. The current Board members are described in the Directors' Report.

We consider it important that the Board comprises individuals with a range of knowledge, skills and experience which are appropriate to its objectives. To this end, the composition of the Board is to be reviewed regularly to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.

Details regarding the skills, qualifications, experience and expertise of each of the directors can be found in the Directors report.

### **Board committees**

The Board discharges its duties in relation to certain specific functions through the following committees of the Board:

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

The Board undertakes to ensure that these committees are sufficiently resourced to enable them to fulfil their roles and discharge their responsibilities. Given the present structure of the Board and the requirement of each committee charter that the Committees are to comprise at least 3 members, all of the Directors are also members of each of these Committees.

### **Audit Committee**

The role of the Audit Committee is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting and compliance.

The Audit Committee comprised of our three Directors during the year under review; with H S Kapila being the Chairman of the committee.

#### **Risk Committee Audit**

The role of the Risk Committee is to assist the Board with the identification and management of business and operational risks faced by our Company. The Risk Committee responsibilities include overseeing our risk management systems, practices and procedures and reviewing periodically the scope and adequacy of our insurance. The Risk Committee will comprise at least 3 members and may include Executive and Non-Executive Directors as well as senior executives of our Company. H S Kapila serves as the chairman of the Risk Committee.

#### **Remuneration and Nomination Committee**

The role of the Remuneration and Nomination Committee includes attending to matters related to our remuneration policy to enable us to attract and retain executives who will create value for Shareholders and to arrange annual performance evaluations of those executives.

The Remuneration and Nomination Committee also attends to matters relating to succession planning and recommends candidates for election or re-election to the Board. The Remuneration and Nomination Committee will identify and recommend candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after assessment of how the candidates can contribute to the strategic direction of the Company. Nitin Agrawal serves as the chairman of the Remuneration and Nomination Committee.

#### **Corporate governance policies and charters**

The Board has adopted the following corporate governance policies.

#### **Board Charter**

The Board monitors our progress and performance on behalf of our Shareholders, by whom it is elected and to whom it is accountable. The Board charter, which is summarised below, seeks to ensure that the Board discharges its responsibilities in an effective and capable manner.

#### **Board responsibilities**

The Board's responsibilities include:

- overseeing the business and affairs of our Company, including our control and accountability systems;
- appointing the senior executives and determining their terms and conditions, including remuneration and termination;
- driving the strategic direction of our Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance;
- reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- ensuring the health, safety and well-being of employees; in conjunction with the senior management team, developing, overseeing and reviewing the effectiveness of our occupational health and safety systems to ensure the wellbeing of all employees;
- approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures;
- approving and monitoring the budget and the adequacy and integrity of financial and other reporting;
- approving the annual, half yearly and quarterly accounts;
- approving significant changes to the organisational structure;
- approving the issue of any shares, options, equity instruments or other securities in our Company;
- ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision-making;
- recommending to Shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them; and
- meeting with the external auditor, at their request, without management being present.

#### **Corporate Code of Conduct**

The Board acknowledges the need for high standards of corporate governance practice and ethical conduct by all our directors and employees.

The Board has adopted a code of conduct that provides a framework for decisions and actions in relation to responsible and ethical conduct in employment. It underpins the Company's commitment to integrity and fairly dealing in its business affairs. The code of conduct sets out for all directors and employees the minimum standards of behaviour expected of them.

The code of conduct sets out our policies on various matters, including, conflicts of interest, public and media comment, use of our resources, security of information, intellectual property/copyright, discrimination and harassment, corrupt conduct and occupational health and safety.

#### **Audit Committee Charter**

This Charter defines the Audit Committee's purpose, composition, duties and responsibilities.

#### **Risk Committee Charter**

This Charter defines the Risk Committee's purpose, composition, duties and responsibilities.

#### **Remuneration and Nomination Committee Charter**

This Charter defines the Remuneration and Nomination Committee's purpose, composition, duties and responsibilities.

#### **Performance Evaluation Policy**

We aim to have a clear process for evaluating the performance of senior executives. The Remuneration and Nomination Committee (excluding the subject of evaluation where he or she is a member of the Remuneration and Nomination Committee) is responsible for arranging an annual performance evaluation of our senior executives. The evaluation will be based on specific criteria, including our business performance, whether strategic objectives are being achieved and the development of management and personnel. The Chairman of the Company was not paid any remuneration during the year ended 30 June 2021.

#### **Continuous Disclosure Policy**

We are committed to continuous disclosure of material information as a means of promoting transparency and investor confidence. The practices of our Company are compliant with the Listing Rules, including in particular those regarding continuous disclosure.

All information provided to ASX for release to the market will be posted to our website at [www.ikwezimining.com](http://www.ikwezimining.com) after ASX confirms an announcement has been made.

#### **Risk Management Policy**

We are committed to the identification, monitoring and management of risks associated with our business activities and have established a Risk Committee to have responsibility for identifying and overseeing major areas of risk and ensuring that systems are in place to manage them, and report to the Board as and when appropriate. The Risk Committee is responsible for overseeing the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.

#### **Securities Trading Policy**

Our directors, officers and other employees will be in possession of information relating to our Group and, possibly, other companies. From time to time, some of this information may be classified as "inside information". We have adopted a securities trading policy that explains the prohibition on insider trading and, in addition, limits trading by directors and certain restricted employees to specific "black-out periods", such as prior to the release of our Company's full and half year results announcements and the annual general meeting. In certain instances, our policy extends beyond the strict requirements of the Corporations Act. Any such a trade by a director or restricted employee must be notified in advance to the Board and clearance obtained.

In addition to their obligations under the Corporations Act in relation to inside information, all directors, employees and contractors have a duty of confidentiality to us in relation to confidential information they possess.

#### **Shareholder Communications Policy**

We place great importance on the communication of accurate and timely information to our Shareholders and recognise that efficient and continuous contact with Shareholders is an essential part of earning their trust and loyalty.

To this end, we are committed to communicating effectively with Shareholders through releases to the market via ASX, information mailed to Shareholders and our general meetings.

#### **Compliance with Black Economic Empowerment (BEE) legislation in South Africa**

The BEE requirements in the South Africa mining industry arise from the equality provisions of the South African Constitution and the Mineral and Petroleum Resources and Development Act (MPRDA).

The Department of Mineral Resources and Energy (DMR) published and implemented the Broad-Based Socio-Economic Empowerment Charter, commonly known as the Mining Charter. It was first developed in 2002 and then amended in 2010 which was applicable to all mining companies operating within South Africa. The Mining Charter aimed to drive transformation in the industry and facilitate participation of historically disadvantaged South Africans (HDSA) in the mining and minerals industry by providing specific targets that must had to be met in order to effect transformation and promote sustainable development and growth of the industry.

HDSA are defined as “any person, category of persons or community, disadvantaged by unfair discrimination” on the basis of race, gender or disability and includes females generally as well as Black, Indian, Chinese and Coloured people.

A third iteration of the Mining Charter (the “2018 Mining Charter”) was gazetted on 27 September 2018. The Implementation Guidelines document, which unpacks the processes and procedures for executing the changes, was published alongside the 2018 Mining Charter on 19 December 2018.

A copy of the 2018 Mining Charter or “Broad-Based Socio- Economic Empowerment Charter for the Mining and Minerals Industry, 2018 is available at [https://www.gov.za/sites/default/files/41934\\_gon1002.pdf](https://www.gov.za/sites/default/files/41934_gon1002.pdf) . A copy of the implementation guidelines which must be read in conjunction with the 2018 Mining Charter, is available at [https://www.gov.za/sites/default/files/gcis\\_document/201812/42122gon1399.pdf](https://www.gov.za/sites/default/files/gcis_document/201812/42122gon1399.pdf).

The revised 2018 Mining Charter introduced a number of additional requirements into the legislation regarding the various criteria that will need to be met by the Company henceforth. The first annual reporting deadline of the Companies compliance with these requirements was 20 March 2020.

The 2018 Mining Charter’s key areas relate to ownership, employment equity, human resource development, inclusive procurement supplier and enterprise development, mine community development and housing and living conditions.

An article published by Deloitte summarises the various requirements and is available at [https://www2.deloitte.com/content/dam/Deloitte/za/Documents/energy-resources/za\\_deloitte\\_mining\\_charter\\_May2019.pdf](https://www2.deloitte.com/content/dam/Deloitte/za/Documents/energy-resources/za_deloitte_mining_charter_May2019.pdf), for further reference.

The legal requirements contained in the South African legislation exceed the reporting recommendations contained in the related ASX Recommendation.

### **Compliance with ASX Recommendations**

The Company follows all of the ASX Recommendations, except as outlined in this statement. A table outlining the Company’s current compliance with each ASX Recommendation is set out below.

The Company has made copies of its corporate governance charters, policies and documents available in a governance section of the Company's website at [www.ikwezimining.com](http://www.ikwezimining.com).

ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>		
<p><b>ASX Recommendation 1.1:</b> A listed entity should have and disclose a board charter setting out:</p> <ul style="list-style-type: none"> <li>(a) The respective roles and responsibilities of its board and management; and</li> <li>(b) Those matters expressly reserved to the board and those delegated to management.</li> </ul>	Yes	<p>The Company has adopted a formal charter that details the respective board and management functions and responsibilities. A copy of this board charter is available in the governance section of the Company's website at <a href="http://www.ikwezimining.com">www.ikwezimining.com</a></p>
<p><b>ASX Recommendation 1.2:</b> A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) undertake appropriate checks before appointing a director or senior executive , or putting someone forward for election, as a director; and</li> <li>(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.</li> </ul>	Yes	<p>The Company has established a Remuneration and Nomination Committee ("RNC") which operates under the Remuneration Committee Charter and Nomination Committee Charter.</p> <p>The Nomination Committee Charter requires the RNC to undertake appropriate checks before appointing a director or senior executive or putting forward to security holders a candidate for election as a Director.</p> <p>All material information relevant to whether or not to elect or re-elect a director is provided to the Company's shareholders as part of the Notice of Meeting and explanatory statement for a shareholder meeting including resolutions related to the election or re-election of directors.</p>
<p><b>ASX Recommendation 1.3:</b> A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	<p>The letters of appointment for each director are in place in this regard.</p>
<p><b>ASX Recommendation 1.4:</b> The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	Yes	<p>As detailed in the Board Charter, the Company Secretary is accountable directly to the Board, through the Chair, on all matters related to the proper functioning of the Board.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
<p><b>ASX Recommendation 1.5:</b> A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(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</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either: <ul style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ul> </li> </ul> </li> </ul> <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>	No	<p>The Company recognises that a talented and diverse workforce is a key competitive advantage and that an important contributor to the Company's success is the quality, diversity and skills of its people.</p> <p>The Company has a diverse workforce. However, it has not yet set measurable objectives for achieving gender diversity in the composition of its board and senior management, and hence achieving the targets as more fully set out in accordance with this recommendation.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
<p><b>ASX Recommendation 1.6:</b> A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in accordance with that process during or in respect of that period..</p>	Yes	<p>The Company's Board Charter outlines the process for evaluating the performance of the Board. This provides that, once a year, the Board shall hold a meeting to review critically and discuss the performance of the Board as a whole, its Committees and individual Directors. If it is apparent that there are problems that cannot be satisfactorily considered by the Board itself, the Board may decide to engage an independent advisor to undertake this review.</p> <p>The board was last restructured during the reporting period ended 30 June 2021.</p>
<p><b>ASX Recommendation 1.7:</b> 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>	Yes	<p>The Performance Evaluation Policy requires the RNC to arrange an annual performance evaluation of senior executives as appropriate. The Performance Evaluation policy details the process for this evaluation.</p> <p>The Company has not employed any senior executives during the year in addition to its executive directors. No remuneration was paid to the executive members of the Board and therefore the Company not undertaken an elaborate performance evaluation process.</p>

**ASX Recommendation**

**Comply (Yes/No)**

**Explanation**

**PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE**

**ASX Recommendation 2.1:** The board of a listed entity should:

- (a) have a nomination committee which:
  - 1) has at least three members, a majority of whom are independent directors, and
  - 2) is chaired by an independent director,

and disclose:

- 3) the charter of the committee;
- 4) the members of the committee; and
- 5) as at the end of the reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

- (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

No

The Board had a Remuneration and Nomination Committee (RNC) that at the end of the year comprised of the following members:

Name	Role	Independent?
Nitin Agrawal	Chairman	No
Sanjay Goel	Executive Director	No
Harjinder Singh Kapila	Director	Yes

Although the Company has a RNC in place, current size and composition of the Board means it is not possible to comply with recommendation 2.1(a). The Board will continue to review its composition to ensure it remains appropriate to the Company's circumstances, size and stage of development.

The RNC met once during the period with all 3 members attending it.

**ASX Recommendation 2.2:** A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.

Yes

The Board Charter requires that the Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.

A diverse mix of experience and culture across the Board leads to better outcomes for the Company and the shareholders, and the skills matrix represented by the current Board is apt. The current Board of Directors possess skill sets that are considered to be adequate and appropriate to

ASX Recommendation	Comply (Yes/No)	Explanation
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		the Company's circumstances, size and stage of development.																
<p><b>ASX Recommendation 2.3:</b> 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 and service of each director</p>	Yes	At the date of this report, the Board consists of:																
		<table border="1"> <thead> <tr> <th>Name</th> <th>Role</th> <th>Independent?</th> <th>Date appointed</th> </tr> </thead> <tbody> <tr> <td>Nitin Agrawal</td> <td>Chairman</td> <td>No</td> <td>29 May 2020</td> </tr> <tr> <td>Sanjay Goel</td> <td>Executive Director</td> <td>No</td> <td>29 June 2020</td> </tr> <tr> <td>Harjinder Singh Kapila</td> <td>Director</td> <td>Yes</td> <td>29 May 2020</td> </tr> </tbody> </table>	Name	Role	Independent?	Date appointed	Nitin Agrawal	Chairman	No	29 May 2020	Sanjay Goel	Executive Director	No	29 June 2020	Harjinder Singh Kapila	Director	Yes	29 May 2020
		Name	Role	Independent?	Date appointed													
		Nitin Agrawal	Chairman	No	29 May 2020													
Sanjay Goel	Executive Director	No	29 June 2020															
Harjinder Singh Kapila	Director	Yes	29 May 2020															
<p><b>ASX Recommendation 2.4:</b> A majority of the board of a listed entity should be independent directors.</p>	No	<p>As shown in the table above, at the date of this report and during the reporting period, the Board has not had a majority of independent directors based on the Company's definition of independence which is published on the Company's website <a href="http://www.ikwezimining.com">www.ikwezimining.com</a></p> <p>The Board will continue to review its composition to ensure it remains appropriate to the Company's circumstances, size and stage of development.</p>																
<p><b>ASX Recommendation 2.5:</b> The chair of the board of a listed entity should be an independent director, and, in particular, should not be the same person as the CEO of the entity.</p>	No	Mr Nitin Agrawal is currently the Chairman of the Company.																

ASX Recommendation	Comply (Yes/No)	Explanation
<p><b>ASX Recommendation 2.6:</b> 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.</p>	Yes	<p>As set out in the Board Charter, the Company Secretary is responsible for the facilitation of the induction and professional development of the directors.</p> <p>No induction programs were deemed necessary during the reporting period.</p>
<p><b>PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b></p>		
<p><b>ASX Recommendation 3.1:</b> A listed entity should articulate and disclose its values.</p>	Yes	<p>The values are listed on the company website, <a href="http://www.ikwezimining.com">www.ikwezimining.com</a>, and summarized below:</p> <ul style="list-style-type: none"> <li>▪ We act with integrity and engage with mutual respect;</li> <li>▪ We prioritise quality and encourage high level performance;</li> <li>▪ We promote teamwork, embrace diversity and are passionate about co-creating a positive workplace; and</li> </ul> <p>We promote wellness, work safety and care for our communities.</p>
<p><b>ASX Recommendation 3.2:</b> A listed entity should:</p> <p>(a) have a disclose 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>	Yes	<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 standard of behavior expected from directors and employees.</p> <p>A copy of the Company's code of conduct is available in the governance section of the Company's website at <a href="http://www.ikwezimining.com">www.ikwezimining.com</a></p>

ASX Recommendation	Comply (Yes/No)	Explanation
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<p><b>ASX Recommendation 3.3</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	<p>Yes</p>	<p>The Company has adopted and disclosed a whistle-blower policy in the governance section of its website, at <a href="http://www.ikwezimining.com">www.ikwezimining.com</a>.</p> <p>A whistle-blower hotline number is disclosed for anonymous calling, which can be used by any qualified whistleblower to report material incidents of potential misconduct under that policy. Further, a reporting mechanism with escalations has been instituted to investigate misconduct.</p>
<p><b>ASX Recommendation 3.4</b></p> <p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	<p>Yes</p>	<p>The Company has issued and disclosed an anti-bribery and anti-corruption policy.</p> <p>A copy of the Company's policy in this regard is available in the governance section of its website at <a href="http://www.ikwezimining.com">www.ikwezimining.com</a>.</p>

**PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS**

**ASX Recommendation****Comply (Yes/No)****Explanation**

<p><b>ASX Recommendation 4.1:</b> The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"><li>1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li><li>2) is chaired by an independent director, who is not the chair of the board,</li></ol> <p>and disclose:</p> <ol style="list-style-type: none"><li>3) the charter of the committee;</li><li>4) the relevant qualifications and experience of the members of the committee; and</li><li>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</li></ol> <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>	No	<p>The Board has established an Audit Committee and adopted a charter that sets out the Audit Committee's purpose, composition, duties and responsibilities.</p> <p>The role of the Audit Committee is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting and compliance.</p> <p>The audit committee met four times during the period with all 3 members attending all meetings.</p> <p>A copy of the charter of the Audit Committee is available in the governance section of the Company's website at <a href="http://www.ikwezimining.com">www.ikwezimining.com</a></p> <p>The Company's circumstances, size and stage of development do not currently allow the Company to fully comply with the ASX recommendation 4.1 relating to the majority of the members being independent.</p>
<p><b>ASX Recommendation 4.2:</b></p> <p>The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, 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>	Yes	<p>The Audit Committee Charter details the duties and responsibilities of the Audit Committee and requires that the Committee ensures that a declaration is made in line with those included in ASX Recommendation 4.2.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
<p><b>ASX Recommendation 4.3:</b></p> <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>	Yes	The Company considers involvement of external auditors to audit or review financial statements prior to release. For any other periodic corporate reports released to the market, it follows a process to involve the Board of directors in reviewing and concluding on the report.
<b>PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE</b>		
<p><b>ASX Recommendation 5.1:</b> A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rules 3.1.</p>	Yes	<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 Board has designated the Executive Chairman and the Company Secretary as the persons responsible for ensuring that this policy is implemented and enforced and that all required price sensitive information is disclosed to the ASX as required.</p> <p>In accordance with the Company's continuous disclosure policy, all information provided to ASX for release to the market will be posted to its website at <a href="http://www.ikwezimining.com">www.ikwezimining.com</a> after ASX confirms an announcement has been made.</p> <p>A copy of the continuous disclosure policy is available in the governance section of the Company's website at <a href="http://www.ikwezimining.com">www.ikwezimining.com</a></p>
<p><b>ASX Recommendation 5.2:</b></p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	Yes	<p>All drafts of material market announcements are disseminated to all members of the Board for their comments.</p> <p>The final announcement is released to the market once it has been confirmed by the Board of Directors.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
<p><b>ASX Recommendation 5.3:</b></p> <p>A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</p>	Yes	The Company will release to the market such documents or presentation, ahead of the presentation, when it would be engaging with new and substantive investors or analysts. During the year, no new investor or analyst presentation were made.
<b>PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS</b>		
<p><b>ASX Recommendation 6.1:</b></p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	Yes	<p>The Company has put together a detailed governance section on its website, <a href="http://www.ikwezimining.com">www.ikwezimining.com</a>, which provided information to investors in this regard.</p> <p>Further, the Company simultaneously updates its website for all releases made to the market to inform investors in this regard.</p> <p>A copy of the shareholder communication policy is available in the governance section of the Company's website at <a href="http://www.ikwezimining.com">www.ikwezimining.com</a></p>

**ASX Recommendation****Comply (Yes/No)****Explanation****ASX Recommendation 6.2:**

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

Yes

The Company respects the rights of its shareholders and to facilitate the effective exercise of those rights the Company has designed a shareholder communication policy, aimed at facilitating an effective two-way communication with investors, which outlines the Company's commitment to:

- communicating effectively with shareholders through releases to the market via ASX, information mailed to shareholders and the general meetings of the Company;
- giving shareholders ready access to balanced and understandable information about the Company and corporate proposals;
- encouraging shareholders to participate in general meetings of the Company; and
- requesting the external auditor to attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

A copy of the shareholder communication policy is available in the governance section of the Company's website at [www.ikwezimining.com](http://www.ikwezimining.com)

The Company has provided information about the Company generally and for the benefit of its shareholders and market participants (among others) on the Company's website at [www.ikwezimining.com](http://www.ikwezimining.com). It also includes all information provided to ASX for release to the market, after ASX confirms an announcement has been made.

ASX Recommendation	Comply (Yes/No)	Explanation
<p><b>ASX Recommendation 6.3:</b></p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	Yes	The Company ensures that all notice of general meetings are promptly provided to the members along with proxy forms, to encourage participation of security holders in the meetings. An announcement of the general meeting is made to the market and the website of the Company is updated accordingly.
<p><b>ASX Recommendation 6.4:</b></p> <p>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	Yes	The Company ensures that all substantive resolutions that it proposes for voting are decided by a poll rather than by a show of hands.
<p><b>ASX Recommendation 6.5:</b> A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically..</p>	Yes	The Company gives this option to security holders by means of a request to provide requisite information, to send communication electronically, along with every proxy form circulated while issuing the notice of a general meeting.
<b>PRINCIPLE 7: RECOGNISE AND MANAGE RISK</b>		
<p><b>ASX Recommendation 7.1:</b> The board of a listed entity should:</p>	No	The Board has established a Risk Committee and adopted a charter that sets out the Risk Committee's purpose, composition, duties and

**ASX Recommendation**

**Comply (Yes/No)**

**Explanation**

<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</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> <p>(b) if it does not have a 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>responsibilities. The role of the Risk Committee is to assist the Board with the identification and management of business and operational risks faced by the Company.</p> <p>The current size and composition of the Board means it is not possible for the Company to fully comply with recommendation 7.1(a). The Board will continue to review its composition to ensure it remains appropriate to the Company's circumstances, size and stage of development.</p> <p>A copy of the charter of the Risk Committee is available in the governance section of the Company's website at <a href="http://www.ikwezimining.com">www.ikwezimining.com</a></p> <p>This committee met twice during the period with all 3 members attending the meetings.</p>
<p><b>ASX Recommendation 7.2:</b> The board or a committee of the board should:</p> <ol style="list-style-type: none"> <li>(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</li> <li>(b) disclose, in relation to each reporting period, whether such a review has taken place.</li> </ol>	<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 Company's website <a href="http://www.ikwezimining.com">www.ikwezimining.com</a></p> <p>The Board (via the Risk Committee) has delegated the responsibility for undertaking and assessing risk management and internal control effectiveness to management.</p>
<p><b>ASX Recommendation 7.3:</b> A listed entity should disclose:</p> <ol style="list-style-type: none"> <li>a) if it has an internal audit function, how the function is structured and what role it performs; or</li> </ol>	<p>Yes</p>	<p>The Company does not currently have an internal audit function.</p> <p>The Risk Committee is responsible for ensuring that sound risk management strategies and policies are in place for the Company. The Committee has responsibility for identifying and overseeing major risk</p>

ASX Recommendation	Comply (Yes/No)	Explanation
<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>areas and that systems are in place to manage them, and report to the Board as and when appropriate. The Committee is required to develop and maintain a risk register that identifies the risks to the Company and its operation and assesses the likelihood of their occurrence. As discussed above, the Committee also monitors and reviews and matters of significance affecting financial reporting and compliance.</p> <p>Under the Company's Risk Management Policy, the responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to the Company management. Risk management assessment is accordingly performed and associated internal compliance and control procedures and reported back to the Risk Committee on whether the identified risks are being managed effectively.</p>
<p><b>ASX Recommendation 7.4:</b> 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>Yes</p>	<p>The Company undertakes mining activities and consequently faces material risks and exposure to its business from environmental or social risks, from time to time.</p> <p>In order to manage these risks, the Company has constituted a full-fledged legal and compliance team in its subsidiary company set-up, with the team members possessing requisite knowledge of mining laws, industry knowledge and practical experience. The team is tasked to comply with the requirements of the Mining Charter 2018 as applicable to the Company and also ensuring adherence with the requirements of its mining right.</p> <p>Further experts' services are availed if deemed to be necessary by the Company.</p>

**ASX Recommendation**
**Comply (Yes/No)**
**Explanation**
**PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY**

**ASX Recommendation 8.1:** The board of a listed entity should:

(a) have a remuneration committee which:

1. has at least three members, a majority of whom are independent directors; and
2. is chaired by an independent director,

and disclose

3. the charter of the committee;
4. the members of the committee; and
5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

No

The Board has established a Remuneration and Nomination Committee (RNC), the details of which are discussed above. The Remuneration Committee Charter is available in the governance section of the Company's website at [www.ikwezimining.com](http://www.ikwezimining.com).

The partial non-compliance with this Recommendation 8.1 is due to the circumstances, size and stage of the development of the Company that does not allow it to constitute this committee with a majority of independent members.

All three members attended the single RNC meeting held during the period.

**ASX 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.

Yes

Executives of the Company typically receive remuneration comprising a base salary component and other fixed benefits based on the terms of their employment agreements with the Company, or its Executive & Non-Executive directors may receive share options under the Employee Share Option Plan or by shareholder resolution.

During the year, the Company did not pay any remuneration to its executive chairman or directors.

ASX Recommendation	Comply (Yes/No)	Explanation
<p><b>ASX Recommendation 8.3:</b> 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>	Yes	The Company does not currently have an active shareholder approved equity based remuneration scheme..
<b>PRINCIPLE 9: ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>		
<p><b>ASX Recommendation 9.1</b></p> <p>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.</p>	Yes	All directors of the Company speak in English and all corporate documents are written and disclosed in English language.
<p><b>ASX Recommendation 9.2</b></p> <p>A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>	Yes	The Company conducts its meetings of security holders outside Australia at a reasonable place and time.
<p><b>ASX Recommendation 9.3</b></p> <p>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.</p>	Yes	The Audit Committee Charter allows for the attendance of the external auditor at the Company's AGM to be available to answer questions from the security holders at the discretion of the Audit Committee.

**ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES – NOT APPLICABLE**

-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the information referred to in paragraphs (a) and (b) at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
-	<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><i>[insert location]</i></p>	