

PRE-QUOTATION DISCLOSURE

Dynamic Metals Limited (**Company**) (ASX:DYM) makes the following disclosures in accordance with ASX's listing conditions.

Capitalised terms not otherwise defined have the meaning given in the Company's prospectus dated 17 November 2022 (**Prospectus**).

1. Pro forma statement of financial position

The Company provides a pro forma statement of financial position based on the actual amounts raised under the Priority Offer and the Public Offer at Annexure A.

2. Corporate governance statement

The Company provides a statement disclosing the extent to which it will follow, or not follow, as at the date of its Admission to the Official List, the recommendations set by the ASX Corporate Governance Council and to the extent not followed, the reasons for doing so at Annexure B.

3. Completion of agreements

The Company confirms as follows:

- (a) The conditions precedent to the Implementation Deed between Dynamic and Jindalee have been satisfied (not waived) and completion under that deed has occurred as described in Section 7.1(a) of the Prospectus.
- (b) The conditions precedent to the following agreements have been satisfied (not waived) and completion under those agreements has occurred:
 - (i) HiTec Share Sale Agreement as described in Section 7.1(b) of the Prospectus, including the issue of 4,813,510 Shares to Jindalee;
 - (ii) WA Sale Agreement as described in Section 7.1(c)(i) of the Prospectus, including the issue of 6,686,490 Shares to Jindalee;
 - (iii) M53/1078-I Agreement as described in Section 7.1(c)(ii) of the Prospectus, including the issue of 1,000,000 Shares to Jindalee; and
 - (iv) Deep Well Agreement as described in Section 7.3 of the Prospectus, including the issue of 1,000,000 Shares to Jindalee and payment of \$40,000 in cash to M61 Holdings Pty Ltd.

4. No legal impediments

The Company confirms that there are no legal, regulatory, statutory or contractual impediments to Dynamic entering the Widgiemooltha Project, Lake Percy Project, Deep Well Project and WA Generative Tenements, and carrying out exploration activities such that Dynamic will be able to spend its cash in accordance with its commitment's for the purposes of Listing Rule 1.3.2(b).

5. Issue of Options

The Company confirms that it has completed the issue of:

- (a) 485,000 Shares and 1,212,500 Options to the Joint Lead Managers (or their respective nominees) exercisable at \$0.30 each and expiring three years from the date of Admission; and
- (b) 4,200,000 Options to key management personnel and consultants of the Company exercisable at \$0.30 each and expiring three years from the date of Admission.

6. Statement of commitments

The Company provides a statement of commitments based on the actual amounts raised under the Priority Offer and the Public Offer:

Use of funds – Year 1	\$
Widgiemooltha Project	\$857,000
Lake Percy Project	\$707,000
Deep Well Project	\$543,000
WA Generative Tenements	\$213,000
Working capital ⁽¹⁾	\$739,000
Costs of the Spin-Off and Offers ⁽²⁾	\$760,000
Total funds allocated – Year 1	\$3,819,000
Use of funds – Year 2	\$
Widgiemooltha Project	\$633,000
Lake Percy Project	\$385,000
Deep Well Project	\$335,000
WA Generative Tenements	\$353,000
Working capital ⁽¹⁾	\$1,475,000
Total funds allocated – Year 2	\$3,181,000
TOTAL FUNDS ALLOCATED	\$7,000,000

Notes

1. Working capital includes the general costs associated with the management and operation of the business including administration expenses, rent and other associated costs. Working capital also includes surplus funds.

2. *The expenses paid or payable by the Company in relation to the Spin-Off and the Offers are summarised in Section 8.7.*

Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments and market and general economic conditions. In light of this, the Board reserves the right to alter the way the funds are applied.

7. Restricted securities

The Company confirms that the following securities will be subject to restriction pursuant to the Listing Rules for the period outlined below:

Class	Number	Restriction period
Shares	12,985,001	24 months from the date of official quotation
Shares	1,000,000	12 months from the date of issue
Options with an exercise price of \$0.30 each and expiring 3 years from the date of admission	5,412,500	24 months from the date of official quotation

8. Capital structure

On Admission to the Official List of ASX, the Company's capital structure will be as follows:

Securities on issue upon Admission	Number
Shares	48,985,001
Options	5,412,500

By order of the Board



Patricia (Trish) Farr
Company Secretary
Dynamic Metals Limited

Annexure A – Pro forma statement of financial position

	Note	Audited as at 30-Jun-22 \$	Subsequent events \$	Pro-forma adjustment \$	Pro-forma after issue \$
CURRENT ASSETS					
Cash and cash equivalents	4	-	(70,000)	5,992,277	5,922,277
Trade and other receivables		4,717	-	-	4,717
Prepayments		723	-	-	723
TOTAL CURRENT ASSETS		5,440	(70,000)	5,992,277	5,927,717
NON-CURRENT ASSETS					
Property plant & equipment		50,390	-	-	50,390
Exploration expenditure	5	-	1,681,060	-	1,681,060
Financial assets	6	-	397,059	-	397,059
TOTAL NON-CURRENT ASSETS		50,390	2,078,119	-	2,128,509
TOTAL ASSETS		55,830	2,008,119	5,992,277	8,056,226
CURRENT LIABILITIES					
Trade and other payables		3,000	-	-	3,000
Provisions	7	-	27,090	-	27,090
TOTAL CURRENT LIABILITIES		3,000	27,090	-	30,090
NON-CURRENT LIABILITIES					
Borrowings	8	63,275	-	(63,275)	-
TOTAL NON-CURRENT LIABILITIES		63,275	-	(63,275)	-
TOTAL LIABILITIES		66,275	27,090	(63,275)	30,090
NET ASSETS/(LIABILITIES)		(10,445)	1,981,029	6,055,552	8,026,136
EQUITY					
Issued Capital	9	10	1,981,029	6,376,466	8,357,505
Reserves	10	-	-	278,438	278,438
Accumulated losses	11	(10,455)	-	(599,352)	(609,807)
TOTAL EQUITY		(10,445)	1,981,029	6,055,552	8,026,136

The pro-forma statement of financial position after the Offers is as per the statement of financial position before the Offers adjusted for any subsequent events and the transactions relating to the issue of shares pursuant to this Prospectus. The Statement of Financial Position is to be read in conjunction with the notes to and forming part of the Historical Financial Information set out in below.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted in the preparation of the Historical Financial Information included in this Report have been set out below.

a) Basis of preparation of historical financial information

The Historical Financial Information has been prepared in accordance with the recognition and measurement, but not all the disclosure requirements of the Australian equivalents to International Financial Reporting Standards ('AIFRS'), other authoritative pronouncements of the Australian Accounting Standards Board, Australian Accounting Interpretations and the Corporations Act 2001.

b) Going Concern

The Historical Financial Information has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

The ability of the Company to continue as a going concern is dependent on the success of the fundraising under the Prospectus. The Directors believe that the Company will continue as a going concern. As a result, the Historical Financial Information has been prepared on a going concern basis. However, should the fundraising under the Prospectus be unsuccessful, the entity may not be able to continue as a going concern. No adjustments have been made relating to the recoverability and classification of liabilities that might be necessary should the Company not continue as a going concern.

c) Reporting Basis and Conventions

The Historical Financial Information is prepared on an accrual basis and is based on historic costs and does not take into account changing money values or, except where specifically stated, current valuations of non-current assets. The following is a summary of the material accounting policies adopted by the company in the preparation of the Historical Financial Information. The accounting policies have been consistently applied, unless otherwise stated.

d) Cash and Cash Equivalents

For the purposes of the statement of cash flows, cash and cash equivalents includes cash on hand, and term deposits repayable on demand with a financial institution. No cash was held by the Company at period end.

e) Other Receivables

Receivables are recognised initially at fair value, less any allowance for expected credit losses

f) Plant and Equipment

Plant and equipment is stated at cost less accumulated depreciation and any impairment in value.

Depreciation is calculated using the prime cost method and is brought to account over the estimated economic lives of all plant and equipment. The rate used is 12.5% and is based on the useful life of the asset, being a motor vehicle.

The residual values and useful lives of assets are reviewed, and adjusted if appropriate, at the end of each reporting period.

The carrying amount of an asset is written down immediately to its recoverable amount if the carrying amount is greater than its estimated recoverable amount.

Depreciation methods, useful lives and residual values are reassessed at each reporting date.

g) Impairment of Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset.

As assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had the impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at the revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

h) Exploration and Evaluation Expenditure

The Company's policy with regards to exploration and evaluation expenditure, including the costs of acquiring licences and permits, is to capitalise this expenditure as exploration and evaluation assets on an area of interest basis. Under this method exploration and evaluation expenditure is carried forward on the following basis:

- Each area of interest is considered separately when deciding whether, and to what extent, to carry forward or write off exploration and evaluation costs.
- Exploration and evaluation expenditure related to an area of interest is carried forward provided that rights to tenure of the area of interest are current and that one of the following conditions is met:

- such evaluation costs are expected to be recouped through successful development and exploitation of the area of interest or alternatively, by its sale; or
- exploration and/or evaluation activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active and significant operations in relation to the area are continuing.

Exploration and evaluation costs accumulated in respect of each particular area of interest include only net direct expenditure. The Company did not hold any granted tenements at period end hence all exploration related expenditure during the period has been expensed.

i) Trade and Other Payables

Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Company prior to the end of the financial year that are unpaid and arise when the Company becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and usually paid within 30 days of recognition.

j) Contributed Equity

Issued and paid-up capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

k) Income Tax and Other Taxes

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Deferred income tax is provided on all temporary differences at the statement of financial position date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences except:

- When the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- When the taxable temporary difference is associated with investments in subsidiaries, associates, or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- When the deductible temporary difference is associated with investments in subsidiaries, associates or interest in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred income tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each statement of financial position date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

Goods & Services Tax

Revenues, expenses, and assets are recognised net of the amount of GST except:

- Where the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis and the GST component of cash flow arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

l) Critical Accounting Estimates and Judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Accounting for capitalised exploration and evaluation expenditure

The Company's accounting policy is stated at Note (h). There is some subjectivity involved in the carrying forward as capitalised or writing off to the statement of profit or loss and other comprehensive income exploration and evaluation expenditure, however management give due consideration to areas of interest on a regular basis and are confident that decisions to either write off or carry forward such expenditure fairly reflect the prevailing situation.

m) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

NOTE 2: RELATED PARTY DISCLOSURES

Transactions with Related Parties and Directors Interests are disclosed in the Prospectus.

NOTE 3: COMMITMENTS AND CONTINGENCIES

At the date of the report no material commitments or contingent liabilities exist that we are aware of, other than those disclosed in the Prospectus.

	Audited as at 30-Jun-22 \$	Pro-forma after Offer \$
NOTE 4. CASH AND CASH EQUIVALENTS	\$	\$
Cash and cash equivalents	-	5,922,277
Audited balance at 30 June 2022		-
Subsequent events:		
Payments to M61 Pty Ltd for Deep Well Project		(70,000)
		(70,000)
<i>Pro-forma adjustments:</i>		
Proceeds from shares issued under this Prospectus		7,000,000
Capital raising costs		(767,033)
Demerger expenses incurred		(177,415)
Repayment of related party loan		(63,275)
		5,992,277
Pro-forma Balance		5,922,277

	Audited as at 30-Jun-22 \$	Pro-forma after Offer \$
NOTE 5. EXPLORATION EXPENDITURE		
Exploration expenditure	-	1,681,060
Audited balance at 30 June 2022		-
<i>Subsequent events:</i>		
Acquisition of Australian Assets from Jindalee		1,411,060
Acquisition of Deep Well Project from M61		270,000
Pro-forma Balance		1,681,060

	Audited as at 30-Jun-22 \$	Pro-forma after Offer \$
NOTE 6. FINANCIAL ASSETS		
Financial assets	-	397,059
Audited balance at 30 June 2022		-
<i>Subsequent events:</i>		
Acquisition of GWR shares from Jindalee		397,059
Pro-forma Balance		397,059

	Audited as at 30-Jun-22 \$	Pro-forma after Offer \$
NOTE 7. PROVISIONS		
Provisions	-	27,090
Audited balance at 30 June 2022		-
<i>Subsequent events:</i>		
Annual leave entitlements transferred		27,090
Pro-forma Balance		27,090

	Audited as at 30-Jun-22 \$	Pro-forma after Offer \$
NOTE 8. BORROWINGS		
Borrowings	63,275	-
Audited balance at 30 June 2022		63,275
<i>Pro-forma adjustments:</i>		
Repayment of loan to Jindalee		(63,275)
		(63,275)
Pro-forma Balance		-

	Audited as at 30-Jun-22 \$	Pro-forma after Offer \$
NOTE 9. ISSUED CAPITAL		
Issued Capital	10	8,357,505
	Number of shares	\$
Audited balance at 30 June 2022	1	10
	1	10
<i>Subsequent events:</i>		
Issue of Jindalee Consideration Shares	12,500,000	1,781,029
Issue of Deep Well Consideration Shares	1,000,000	200,000
	13,500,000	1,981,029
<i>Pro-forma adjustments:</i>		
Shares issued under the Prospectus	35,000,000	7,000,000
Issue of Advisor Shares	485,000	97,000
Issue of Advisor Options	-	(120,038)
Capital raising costs	-	(600,496)
	35,485,000	6,376,466
Pro-forma Balance	48,985,001	8,357,505

	Audited as at 30-Jun- 22 \$	Pro-forma after Offer \$
NOTE 10. RESERVES		
Reserves	-	278,438
Audited balance at 30 June 2022		-
<i>Pro-forma adjustments:</i>		
Issue of Advisor Options		120,038
Issue of Executive and Consultant Options		158,400
Pro-forma Balance		278,438

The Executive and Consultant Options, Non-Executive Director Options and Advisor Options have been valued using the Black Scholes option pricing model, with the key inputs and the value set out in the table below:

	Executive and Consultant Options		Non-Executive Director	Advisor Options
	Tranche A	Tranche B	Options	
Number of options	1,600,000	1,600,000	1,000,000	1,212,500
Underlying share price (\$)	0.20	0.20	0.20	0.20
Exercise price (\$)	0.30	0.30	0.30	0.30
Expected volatility	90%	90%	90%	90%
Life of the options (years)	3.00	3.00	3.00	3.00
Expected dividends	Nil	Nil	Nil	Nil
Risk free rate	3.25%	3.25%	3.25%	3.25%
Vesting Condition	See Note 1	See Note 2	See Note 2	N/A
Value per option (\$)	0.099	0.099	0.099	0.099
Value per tranche (\$)	158,400	158,400	99,000	120,038

Note	Vesting date	Vesting condition
Note 1	On the date of issue	The relevant holder remaining employed or otherwise engaged by the Company (or any of its subsidiaries) at all times between the date of Admission and the vesting date
Note 2	One year after the date of Admission to the ASX	The relevant holder remaining employed or otherwise engaged by the Company (or any of its subsidiaries) at all times between the date of Admission and the vesting date

In accordance with AASB 2, the value of Tranche B Executive and Consultant Options and Non-Executive Director Options will be expensed over the vesting period, being one year from the date of admission to the ASX. Therefore, given that the expense incurred at the pro-forma date is not material, no adjustment has been made to the pro forma Historical Statement of Financial Position for the issue of the Executive and Consultant Options and Non-Executive Director Options.

The Advisor Options are being offered at a nominal issue price of \$0.0001 each. Based on materiality, payment of the issue price has not been adjusted in the pro forma balance sheet.

	Audited as at 30-Jun-22 \$	Pro-forma after Offer \$
NOTE 11. ACCUMULATED LOSSES		
Accumulated losses	(10,455)	(609,807)
Audited balance at 30 June 2022		(10,455)
		(10,455)
<i>Pro-forma adjustments:</i>		
Issue of Advisor Shares		(97,000)
Costs of the offer not directly linked to the capital raising		(166,537)
Demerger expenses incurred		(177,415)
Issue of Executive and Consultant Options		(158,400)
		(599,352)
Pro-forma Balance		(609,807)

NOTE 12: PROVISIONAL ACCOUNTING FOR THE SPIN OFF

Asset Acquisition		Fair Value \$
Purchase consideration comprises:		
Shares issued to Jindalee	No. of shares 12,500,000	1,781,029
		1,781,029
<i>Net identifiable assets and liabilities:</i>		
Deferred exploration expenditure		1,411,060
GWR shares		397,059
Annual leave entitlements		(27,090)
Total		1,781,029

Subject to and conditional on the satisfaction of the conditions precedent to the ID, TSA and SSA on completion, the Company will issue to Jindalee 12,500,000 Shares for the purchase of its Australian Assets. The acquisition of the legal and beneficial interests in the Australian Assets has not deemed to be a business combination as they fall outside the scope of AASB 3 *Business Combinations*.

NOTE 13: PROVISIONAL ACCOUNTING FOR THE ACQUISITION OF DEEP WELL

Dynamic will acquire an 80% legal and beneficial interest in the Deep Well Project, from M61 in accordance with the option agreement. As consideration for the acquisition Dynamic will issue 1,000,000 ordinary shares in Dynamic to M61, in addition to an option payment of \$30,000 and a reimbursement of costs totalling \$40,000.

The Company has considered whether the Acquisition falls within the scope of AASB 3 Business Combinations and therefore is required to be accounted for as a business combination. A business combination involves an acquirer obtaining control of one or more businesses by transferring cash, incurring liabilities or issuing shares. A business is an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or other economic benefits directly to investors.

The Company does not consider that the acquisition meets the definition of a business combination in accordance with AASB 3 Business Combinations as the acquired assets are not deemed to be a business for accounting purposes. A summary of the acquisition details with respect to the acquisition, as included in our Report, is set out below. These details have been determined for the purposes of the pro forma adjustments as at 30 June 2022.

Asset Acquisition	Fair Value \$
Purchase consideration comprises:	
Issue of 1,000,000 shares	200,000
Option payment	30,000
Reimbursement of costs	40,000
Total Consideration	270,000
Fair value attributable to the exploration and evaluation assets acquired	270,000

Annexure B – Corporate governance statement

Corporate Governance Statement

Dynamic Metals Limited
(ACN 659 154 480)



Corporate Governance Statement

Dynamic Metals Limited (**Company**)

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

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

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

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

As required by the ASX Listing Rules, the Company's main corporate governance policies and practices are summarised below, having regard to the Recommendations. Details of the Company's corporate governance plan and related documents are available online at www.dynamicmetals.com.au

This corporate governance statement is current as at 15 November 2022 and has been approved by the Board.



ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
Principle 1 - Lay solid foundations for management and oversight		
<p>Recommendation 1.1</p> <p>A listed entity should have and disclose a board charter setting out:</p> <ul style="list-style-type: none"> (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. 	<p>Yes</p>	<p>The Board has adopted a formal charter that details the functions and responsibilities of the Board and management (Board Charter).</p> <p>As provided for in the Board Charter, the Board is responsible for all matters relating to the running of the Company, and more specifically, all matters relating to the policies, practices, management and operations of the Company. In addition to decisions requiring approval pursuant to the respective Committee Charters, the following decisions must be approved by the Board:</p> <ul style="list-style-type: none"> (a) Directors acquiring or selling shares of the Company (b) issuing shares of the Company; (c) acquiring, selling or otherwise disposing of property in excess of the amount set out in the Company's approval matrix; (d) founding, acquiring or selling subsidiaries of or any company within the Company, participating in other companies, or dissolving or selling the Company's participation in other companies (including project joint ventures); (e) acquiring or selling patent rights, rights in registered trademarks, licences or other intellectual property rights of the Company; (f) founding, dissolving or relocating branch offices or other offices, plants and facilities; (g) starting new business activities, terminating existing business activities or initiating major changes to the field of the Company's business activities; (h) approving and/or altering the annual business plan (including financial planning) for the Company or any part of the Company; (i) taking or granting loans which exceed the amount set out in the Company's approval matrix;

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
		<ul style="list-style-type: none"> (j) granting securities of any type; (k) granting loans to Company officers or employees and taking over guarantees for the Company's officers and employees; (l) entering into agreements for recurring, voluntary or additional social benefits, superannuation agreements or agreements for general wage and salary increases; (m) determining the total amount of bonuses and gratuities for Company officers and employees; (n) determining the appointment, termination, prolongation of employment or amendment to conditions of employment of members of the Board; and (o) granting or revoking a power of attorney or limited authority to sign and/or act on behalf of the Company. <p>The detail of some board functions will be handled through Board Committees as and when the size and scale of operations requires such Committees. However, the Board as a whole is responsible for determining the extent of the powers residing in each Committee and is ultimately responsible for accepting, modifying or rejecting Committee recommendations.</p> <p>The Managing Director (as a delegate of the Board) is responsible for the effective leadership and day-to-day operations and administration of the Company.</p> <p>The responsibilities of the Board as a whole, the Chair, individual Directors and the functions delegated to Senior Management are set out in more detail in Part A of the Company's Board Charter, which is available on the Corporate Governance page of the Company's website www.dynamicmetals.com.au</p>
<p>Recommendation 1.2 A listed entity should:</p>	<p>Yes</p>	<p>The Board will consider nominations for appointment or election of Directors that may arise from time to time, having regard to the skills and experience required by the Company and procedures outlined in the Company's constitution and the <i>Corporations Act 2001</i> (Cth).</p>



ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>		<p>The Company undertakes appropriate checks before appointing a person, or putting forward to shareholders a candidate for election, as a Director. Candidates are assessed through interviews, meetings and background and reference checks (which may be conducted both by external consultants and by Directors) as appropriate.</p> <p>The Company gives shareholders all material information in its possession relevant to the decision whether or not to elect or re-elect a Director, either in the notice of meeting and explanatory statement for the relevant meeting of shareholders which addresses the election or re-election of the Director, or by including in the notice a clear reference to the location on the Company's website, Annual Report or other document lodged with ASX where the information can be found.</p>
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>Yes</p>	<p>Under Part A clause 3.4 of the Board Charter, the Company must have a written agreement with each Director and senior executive setting out the terms of their appointment.</p> <p>Each Non-Executive Director receives a letter formalising their appointment and outlining the material terms of their appointment. The Non-Executive Directors of the Company have not been appointed for a fixed term. Each Non-Executive Director has signed a letter of appointment.</p> <p>The Managing Director has signed an employment agreement setting out their duties, obligations and remuneration.</p> <p>The Company Secretary has entered into a consultancy agreement (through an entity he controls) with the Company, setting out his role, responsibilities and remuneration.</p>
<p>Recommendation 1.4</p> <p>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>	<p>Yes</p>	<p>As set out in Part A clause 5 of the Board Charter, the Company Secretary is accountable to the Board, through the Chair, on all governance matters and reports directly to the Chair as the representative of the Board. The Company Secretary has primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively. The Company Secretary is Trish Farr</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
		(appointed 24 May 2022 whose qualifications and experience are stated in Section 5.2 of the Company's Prospectus dated 17 November 2022.
<p>Recommendation 1.5</p> <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>(i) the measurable objectives set for that period to achieve gender diversity;</p> <p>(ii) the entity's progress towards achieving those objectives; and</p> <p>(iii) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under the Act.</p>	Partially	<p>The Company has implemented a diversity policy which will be made available at www.dynamicmetals.com.au</p> <p>The Company's diversity strategies include:</p> <p>(a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board;</p> <p>(b) reviewing succession plans to ensure an appropriate focus on diversity;</p> <p>(c) identifying specific factors to take account of in recruitment and selection processes to encourage diversity;</p> <p>(d) provide opportunities for employees on extended parental leave to maintain their connection to the entity;</p> <p>(e) developing a culture which takes account of domestic responsibilities of employees; and</p> <p>(f) any other strategies the Board develops from time to time.</p> <p>Due to the size of the Board and small number of employees, the Company has not set measurable objectives.</p>
<p>Recommendation 1.6</p> <p>A listed entity should:</p>	Yes	<p>The Charters of the Company's Board and Remuneration and Nomination Committee, which is currently a function of the Board, outlines the processes to be used for evaluating the performance of,</p>



ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>		<p>and the development and improvement of, the Board, its committees, and its individual Directors.</p> <p>These reviews will be carried out in accordance with the Company's Performance Evaluation Policy, which is available on the Company's website, www.dynamicmetals.com.au</p> <p>The Board has assessed the current and future needs of the Company, and has set expectations for itself, its committees and its Directors.</p> <p>The Remuneration and Nomination Committee (as a function of the Board) will conduct the Board and Committee performance reviews against these expectations. Based upon the reviews, individuals and groups will be provided with feedback on their performance and the results will provide a key input into the future expectations set by the Board.</p>
<p>Recommendation 1.7</p> <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>Yes</p>	<p>The Board reviews the performance of its senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act), other than non-executive Directors.</p> <p>The applicable processes for these evaluations can be found in the Company's Performance Evaluation Policy, which is available on the Company's website.</p> <p>The performance evaluation policy has been newly adopted and therefore no performance evaluation has been undertaken in accordance with those processes contained within the policy.</p>
<p>Principle 2 – Structure the board to be effective and add value</p>		
<p>Recommendation 2.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p>	<p>No</p>	<p>Due to the size of the Board, the Company does not have a separate nomination committee. The roles and responsibilities of a nomination committee are currently undertaken by the Board.</p> <p>The duties of the full Board in its capacity as a nomination committee are set out in the Company's Remuneration and Nomination Committee Charter.</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not								
<p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</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>When the Board meets as a remuneration and nomination committee it carries out those functions which are delegated to it in the Company's Remuneration and Nomination Committee Charter. Items that are usually required to be discussed by a Remuneration and Nomination Committee are marked as separate agenda items at Board meetings when required.</p> <p>The Board has adopted a Remuneration and Nomination Committee Charter which describes the role, composition, functions and responsibilities of a Nomination Committee.</p> <p>The Board as a whole reviews the size, structure and composition of the Board including competencies and diversity, in addition to reviewing Board succession plans and continuing development.</p>								
<p>Recommendation 2.2</p> <p>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.</p>	<p>Partially</p>	<p>The Board is structured to facilitate the effective discharge of its duties and to add value through its deliberations. It seeks to achieve a Board composition with a balance of diverse attributes relevant to the Company's operations and markets, including skills sets, background, gender, geography and industry experience. In addition to those general skills expected for Board membership, the following skills have also been identified as being necessary such as operational management, exploration and geology, mining engineering, project delivery, finance, corporate governance, equity capital markets, legal, and commercial negotiations.</p> <p>The Company has not disclosed a Board skill matrix.</p>								
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p>	<p>Yes</p>	<p>As at 17 November 2022, the Board consisted of:</p> <table border="1" data-bbox="1189 1270 2011 1326"> <thead> <tr> <th data-bbox="1189 1270 1384 1326">Name</th> <th data-bbox="1384 1270 1554 1326">Role</th> <th data-bbox="1554 1270 1776 1326">Independent?</th> <th data-bbox="1776 1270 2011 1326">Date appointed</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	Name	Role	Independent?	Date appointed				
Name	Role	Independent?	Date appointed							

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not			
<p>(b) if a director has an interest, position or relationship of the type described in Box 2.3 (Factors relevant to assessing the independence of a director) but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>		Karen Wellman	Managing Director	No	24 May 2022
		Justin Mannolini	Non-Executive Chair	No	24 May 2022
		Lindsay Dudfield	Non-Executive Director	No	24 May 2022
		<p>Karen Wellman is not considered independent on the basis that she is employed in an executive capacity as Managing Director.</p> <p>Lindsay Dudfield is not considered independent on the basis of his shareholding in the Company and Jindalee Resources Limited.</p> <p>Justin Mannolini is not considered independent on the basis that he is Chairman of Jindalee Resources Limited, a substantial Shareholder and related party vendor of the Company.</p> <p>The Board assesses the independence of Directors annually, or more frequently if circumstances require.</p> <p>A copy of the definition of independence adopted by the Company is annexed to the Board Charter at Annexure A, available on the Company's "Corporate Governance" page of the Company's website at www.dynamicmetals.com.au</p>			
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>No</p>	<p>The Board is not comprised of a majority of independent directors.</p> <p>Messers Mannolini and Dudfield are not considered to be independent directors by virtue of being directors of Jindalee.</p> <p>Upon Admission, Jindalee will be a substantial shareholder of the Company. Ms Wellman is not considered to be an independent director because she is employed by the Company in an executive capacity as Managing Director and Chief Executive Officer.</p>			

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
		<p>The Board Charter provides that the majority of directors shall be independent at a time when the size of the Company and its activities warrants such a structure.</p> <p>The Board has formed the view that, given the size and composition of the Board, the current Board structure is appropriate for the Company.</p>
<p>Recommendation 2.5</p> <p>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>	<p>No</p>	<p>Mr Mannolini is not considered to be independent director by virtue of being a director of Jindalee. Upon Admission, Jindalee will be a substantial shareholder of the Company.</p> <p>The Board Charter provides that, to the extent possible, the chair of the Board should be an independent director.</p> <p>The Board has formed the view that, given the size and composition of the Board, it is not considered necessary to have an independent chair.</p>
<p>Recommendation 2.6</p> <p>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>	<p>Yes</p>	<p>It is the policy of the Board to ensure that the Directors and Senior Management of the Company are equipped with the knowledge and information they need to discharge their responsibilities effectively and that individual and collective performance is regularly and fairly reviewed.</p> <p>As referred to in Part D of the Board Charter, new directors go through an induction process which includes meeting with key executives, tours of the premises, an induction package and presentations. The Company also expects all Directors, including the Managing Director, to commit to at least 2 days of professional development each year and allocates an annual budget to encourage Directors to participate in training and development programs.</p>
<p>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</p>		
<p>Recommendation 3.1</p> <p>A listed entity should articulate and disclose its values.</p>	<p>Yes</p>	<p>The Board has approved a statement of values and charges the Directors with the responsibility of inculcating those values across the Company.</p> <p>A copy of the Company’s statement of values is available on the Company’s website, www.dynamicmetals.com.au</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p>Recommendation 3.2</p> <p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.</p>	<p>Yes</p>	<p>The Company seeks to encourage and develop a culture which will maintain and enhance its reputation as a valued corporate citizen of the countries where it operates and an employer which personnel enjoy working for.</p> <p>The Company has established a Code of Conduct that sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standards of behaviour expected from its Directors and employees. The Code of Conduct sets out policies in relation to various corporate and personal behaviour including safety, discrimination, respecting the law, anti-corruption, interpersonal conduct and conflict of interest.</p> <p>While the Code of Conduct seeks to prescribe standards of behaviour for all Company personnel to observe, it does not, and understandably cannot, identify every ethical issue that an individual might face. The Code of Conduct's objective is to provide a framework for decisions and actions in relation to ethical conduct in employment, to safeguard the Company's reputation and to make clear the consequences of breaching the Code of Conduct.</p> <p>A copy of the Company's Code of Conduct is available on the Company's website, www.dynamicmetals.com.au.</p>
<p>Recommendation 3.3</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 Board has adopted a whistleblower protection policy to ensure concerns regarding unacceptable conduct including breaches of the Company's code of conduct can be raised on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment. The purpose of this policy is to promote responsible whistle blowing about issues where the interests of others, including the public, or of the organisation itself are at risk.</p> <p>A copy of the Company's whistleblower policy is available on the Company's website, www.dynamicmetals.com.au</p>
<p>Recommendation 3.4</p>	<p>Yes</p>	<p>The Board has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<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 a committee of the Board is informed of any material breaches of that policy.</p>		<p>business dealings. The Board has adopted an anti-bribery and anti-corruption policy for the purpose of setting out the responsibilities in observing and upholding the Company's position on bribery and corruption provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.</p> <p>A copy of the Company's anti-bribery and corruption policy is available on the Company's website, www.dynamicmetals.com.au</p>
Principle 4 – Safeguard the integrity of corporate reports		
<p>Recommendation 4.1</p> <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</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</p>	No	<p>As a consequence of the size and composition of the Board (comprising the Managing Director and Non-Executive Directors) the Board does not have a stand-alone audit committee.</p> <p>The Board as a whole has responsibilities typically assumed by an audit committee, including but not limited to:</p> <p>(a) verifying and safeguarding the integrity of the Company's stakeholder reporting;</p> <p>(b) reviewing and approving the audited annual and reviewed half-yearly financial reports;</p> <p>(c) reviewing the appointment of the external auditor, their independence and performance, the audit fee, any questions of their resignation or dismissal and assessing the scope and adequacy of the external audit; and</p> <p>(d) a risk management function.</p> <p>That is, matters typically dealt with by an audit committee are dealt with by the full Board.</p> <p>Information on the Company's procedures for the selection and appointment of the external auditor and the rotation of external audit partners is set out in the Policy on Selection, Appointment and Rotation of External Auditors, which is available on the Company's website, www.dynamicmetals.com.au</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
and removal of the external auditor and the rotation of the audit engagement partner.		
<p>Recommendation 4.2</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>Under the Company's Risk Management Policy, which is available on the Company's website, www.dynamicmetals.com.au, the Managing Director and CFO (if there is one at the given time) will provide a written declaration of assurance that in their opinion, the financial records of the Company for any financial period have been properly maintained, comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>
<p>Recommendation 4.3</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	<p>When preparing reports for release to the market including the quarterly activity and cash flow reports, these reports shall be prepared and reviewed by the Managing Director before being presented to the Board for review and approval. Such reports shall not be released to market without this review and approval process by executive management and the Board.</p>
Principle 5 – Make timely and balanced disclosure		
<p>Recommendation 5.1</p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under ASX Listing Rule 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 Continuous Disclosure Policy is available on the Company's website, www.dynamicmetals.com.au</p> <p>The Continuous Disclosure Policy:</p> <p>(a) raises awareness of the Company's obligations under the continuous disclosure regime;</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
		<p>(b) establishes a process to ensure that information about the Company which may be market sensitive and which may require disclosure is brought to the attention of the Company Secretary or Non-Executive Chair, being the person/s primarily responsible for ensuring the Company complies with its continuous disclosure obligations, in a timely manner and is kept confidential; and</p> <p>(c) sets out the obligation of Directors, officers and employees of the Company to ensure that the Company complies with its continuous disclosure obligations.</p> <p>The Board has designated the Company Secretary as the person primarily responsible for ensuring that the Continuous Disclosure Policy is implemented and that all relevant information is disclosed as required.</p> <p>In accordance with the Company's Continuous Disclosure Policy, all information provided to ASX for release to the market is also posted to the Company's website.</p>
<p>Recommendation 5.2</p> <p>A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.</p>	<p>Yes</p>	<p>The Board has appointed the Company Secretary as the person responsible for communicating with ASX and overseeing and coordinating the timely disclosure of information to ASX, subject to prior review and approval of all announcements by the Directors. The Company Secretary ensures that the Board are aware of when any announcement is due to go out and when the confirmation of release is received by the ASX, the Company Secretary promptly forwards this to the Board.</p> <p>The Continuous Disclosure Policy of the Company is available on the Company's website, www.dynamicmetals.com.au</p>
<p>Recommendation 5.3</p> <p>A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation</p>	<p>Yes</p>	<p>The Board has appointed the Company Secretary as the person responsible for communicating with ASX and overseeing and coordinating the timely disclosure of information to ASX, subject to prior review and approval of all announcements by the Directors. The</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
materials on the ASX Market Announcements Platform ahead of the presentation.		Company Secretary ensures any substantive presentations are released to the ASX Market Announcements Platform ahead of the presentation and in accordance with the Continuous Disclosure Policy of the Company, a copy of which is available on the Company's website, www.dynamicmetals.com.au
Principle 6 – Respect the rights of security holders		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Board aims to ensure that the Company's shareholders are informed of all major developments affecting the Company's state of affairs. The Company keeps investors informed through its website, www.dynamicmetals.com.au which contains information on the Company, the Board and the corporate governance policies and procedures of the Company. Through its website, investors can access copies of the Company's annual, half-yearly and quarterly reports (for at least three historical years), announcements to the ASX, notices of meeting and presentations.
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communications with investors.	Yes	The Company has a Shareholder Communication Policy which is available on the Company's website, www.dynamicmetals.com.au . The Shareholder Communication Policy encourages shareholder participation and engagement with the Company. This Policy also facilitates communication directly between shareholders and the Company, with any shareholder queries coordinated through the Company Secretary.
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Shareholder Communications Policy encourages shareholder participation at shareholders' meetings. Shareholders are provided with all notices of meeting prior to meetings. Shareholders are given ample opportunity to participate and to ask questions of the Directors and management -- both during and after meetings. Shareholders who are unable to attend the AGM or a

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
		general meeting may submit questions and comments before the meeting to the Company or to the auditor (in the case of the AGM).
<p>Recommendation 6.4</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 conducts a poll at meetings of security holders to decide each resolution.
<p>Recommendation 6.5</p> <p>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 provides information through its website, enabling security holders to email the Company and to receive Company announcements by email. The share registry also provides (through its website, links to which can be found on the Company's website) the ability to email the share registry and to receive documents by email from the share registry.
Principle 7 – Recognise and manage risk		
<p>Recommendation 7.1</p> <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual</p>	No	<p>As a consequence of the size and composition of the Company's Board (comprising the Managing Director and Non-Executive Directors) the Board does not have a stand-alone risk committee.</p> <p>The Board as a whole has responsibilities typically assumed by a risk committee, including but not limited to:</p> <p>(a) ensuring that an appropriate risk-management framework is in place and is operating properly; and</p> <p>(b) reviewing and monitoring legal and policy compliance systems and issues.</p> <p>That is, matters typically dealt with by a risk committee are dealt with by the full Board.</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p>attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy paragraph (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>		
<p>Recommendation 7.2</p> <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>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, www.dynamicmetals.com.au.</p> <p>Under the Company's Risk Management Policy, the Board reviews all major strategies and purchases for their impact on the risks facing the Company and makes appropriate recommendations. The Company also undertakes an annual review of operations to update its risk profile, which normally occurs in conjunction with the strategic planning process. The Board also undertakes a review annually of the risk areas identified in the Risk Management Policy.</p>
<p>Recommendation 7.3</p> <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>Yes</p>	<p>The Company will not have an internal audit function until the Company's operations are of a sufficient number and magnitude to be of benefit to the Company. In the meantime, senior management with the involvement and oversight of the full Board will carry out the duties that would be ordinarily assigned to that function.</p> <p>With the assistance of the Audit and Risk Committee, the Board performs all key elements of an internal audit function, including:</p> <p>(a) evaluating, seeking and obtaining reasonable assurance that risk management, control and governance systems are functioning as intended and will enable the Company's objectives and goals to be met;</p> <p>(b) evaluating information security and associated risk exposures;</p>

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		<p>(c) evaluating regulatory compliance programs with consultation from internal and external legal counsel;</p> <p>(d) evaluating the Company's preparedness in case of business interruption; and</p> <p>(e) providing oversight of the Company's anti-fraud programs.</p>
<p>Recommendation 7.4</p> <p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Yes</p>	<p>The Company identifies and manages material exposure to environmental and social risks in a manner consistent with its Risk Management Policy, which is available on the Company's website, www.dynamicmetals.com.au. The Company has, and continues to, undertake various organisation wide risk reviews to identify potential business risks. The effectiveness of the controls in place to address each risk is reviewed on a regular basis and, where the residual risk is considered outside of acceptable limits, further controls and risk mitigation measures are developed and implemented.</p> <p>Environmental: The Company is subject to, and responsible for, ensuring compliance with various regulations, licenses, approvals and standards so that its activities do not cause unauthorised environmental harm. Through its ongoing management of environmental activities, the Company expects to operate in an environmentally sustainable and responsible manner.</p> <p>Social: The Company recognises that a failure to manage stakeholder expectations may lead to disruption to the Company's operations. The Company expects to be involved in and supportive of community groups, organisations and charities in the region in which it will operate.</p>
Principle 8 – Remunerate fairly and responsibly		
<p>Recommendation 8.1</p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p>	<p>No</p>	<p>As a consequence of the size and composition of the Board (comprising the Managing Director and Non-Executive Directors) the Board does not have a standalone remuneration committee.</p> <p>The Board as a whole has responsibilities typically assumed by a remuneration committee, including but not limited to:</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</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>(a) reviewing the remuneration (including short- and long-term incentive schemes and equity-based remuneration, where applicable) and performance of Directors;</p> <p>(b) setting policies for senior executive remuneration, setting the terms and conditions of employment for senior executives, undertaking reviews of senior executive performance, including setting goals and reviewing progress in achieving those goals; and</p> <p>(c) reviewing the Company's senior executive and employee incentive schemes (including equity-based remuneration) (where applicable) and making recommendations to the Non-Executive Chair on any proposed changes.</p> <p>That is, matters typically dealt with by a remuneration committee are dealt with by the full Board. The Company has adopted a Remuneration and Nomination Committee Charter available on the Company's website, www.dynamicmetals.com.au.</p>
<p>Recommendation 8.2</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of Executive Directors and other senior executives.</p>	<p>Yes</p>	<p>The Corporate Governance Plan and Board Charter sets out the policies and practices of the remuneration of Non-Executive Directors, Executive Directors and other senior executives.</p> <p>Non-Executive Directors are paid a fixed annual fee for their service to the Company, but are also able to participate in the Company's incentive schemes at the invitation of, and complete discretion of, and the Board.</p> <p>All Executive Directors of the Company typically receive remuneration comprising a base salary component and other fixed benefits based on the terms of their respective employment agreements with the Company and potentially the ability to participate in the Company's long term incentive plans.</p> <p>Details of the remuneration of the Directors and other executives are set out in the Company's Prospectus dated 17 November 2022.</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p>Recommendation 8.3</p> <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>Yes</p>	<p>The Company prohibits the use of Derivatives in relation to unvested equity instruments, including performance share rights, and vested Company Securities that are subject to disposal restrictions (such as a 'Holding Lock').</p> <p>This is in line with the requirements of the <i>Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011</i> (Cth), and is intended to prevent transactions which could have the effect of distorting the proper functioning of performance hurdles or reducing the intended alignment between management's and shareholders' interests.</p> <p>For the purposes of this policy, hedging includes the entry into any derivative transaction within the meaning given in section 761D of the Corporations Act (such as options, forward contracts, swaps, futures, warrants, caps and collars) and any other transaction in financial products which operate to limit (in any way) the economic risk associated with holding the relevant securities.</p> <p>The Trading Policy is available on the Company's website www.dynamicmetals.com.au</p>