

Corporate Governance Statement

The Directors (the “Board”) of Athena Resources Limited (“Athena” or “the Company”) are committed to the implementation of the highest standards of corporate guidance. In determining what these standards should be, the Board references guidance and supports, where appropriate the Corporate Governance Principles and Recommendations (4th Edition Recommendations or ASX Recommendations”) established by the ASX Corporate Governance Council (the “Council”)

This statement outlines the key aspects of Athena Resources’ governance framework and practices. The charters, policies and procedures are reviewed regularly and updated to comply with the law and best practice. This statement contains specific information and discloses the extent to which the Company intends to or is able to follow the 4th Edition Recommendations. The charters and policies of the Company can be viewed on the Company’s website www.athenaresources.com.au

The Council’s recommendations are not prescriptive and, if certain recommendations are not appropriate for the Company given its circumstances, it may elect not to adopt that particular practice in limited circumstances. The Company believes that during the reporting period ended 30 June 2023 its practices are largely consistent with those of the 4th Edition Recommendations and where they do not follow a recommendation this statement identifies those that have not been followed and details reason for the non-adherence. Even where there is deviation from the recommendations the Company continues to review and update its policies and practices in order that it keeps abreast of the growth of the Company, the broadening of its activities, current legislation and good practices.

The Corporate Governance Principles and Recommendations 4th Edition are:

- Lay solid foundations for management and oversight
- Structure the Board to be effective and add value
- Instil a culture of acting lawfully, ethically and responsibly
- Safeguard the integrity of corporate reports
- Make timely and balanced disclosure
- Respect the rights of the shareholders
- Recognise and manage risk
- Remunerate fairly and responsibly

The Corporate Governance statement reports on the main practices of Athena Resources as at the 30 June 2023 and has been approved by the Board and has been updated on change of directors on 28 July 2023 .

Principle 1

Lay solid foundations for management and oversight

Role of the Board

The Board is responsible for guiding and monitoring Athena Resources Limited (and its controlled entities on behalf of the members by whom they are elected and to whom they are accountable. Given the size of the Company and the Board, the Board undertake an active role in the management of the Company.

The Board is ultimately responsible for and has the authority to determine all matters relating to the strategic directions, policies, practices, establishing goals for management and the operation of the Company.

The Board’s role and the Company’s Corporate Governance practices are continually being reviewed and updated to reflect the Company’s circumstances and growth. The Board has adopted a Charter which sets out the responsibilities of the Board and its structure and governance, as well as the matters expressly reserved for the Board and those delegated to management. A copy of the Charter is available on the Company’s website.

The Board is responsible for determining the strategic direction and objectives of the Company and overseeing management’s achievements against these.

The Board has the responsibility of executives such as a Chief Executive Officer (“CEO”), Chief Operating Officer (“COO”), Chief Financial Officer (“CFO”) (or their equivalent) and the Company Secretary. The Board is also responsible for approving and monitoring the progress of major capital expenditure, capital raising and management, acquisition and divesture of Company assets.

(ASX Recommendation 1.1)

Structure of the Board

The Board currently comprises of five Directors. Details of the Directors in office at 31 July 2023 are:

Name of Director	Independent/Role	Qualification or skills	Date of appointment
Peter Newcomb	No - Executive Director	Chartered Accountant	23 September 2022
Ed W Edwards	No - Managing Director	Chartered Accountant	9 December 2011
Hau W Wai	Yes - Non-executive Director	Sales and Marketing	29 December 2017
Jeff Swingler	Yes - Non-executive Director	Finance	1 July 2023
Terry Weston	Yes - Non-executive Director	Engineering	1 July 2023

(ASX Recommendation 2.2 & 2.3)

Details of all Directors during the year are set out in the section of the Annual Report headed 'Directors Report'.

The Company is guided by the board for the selection, nomination and appointment of Directors. As part of this process the Board ascertain the qualifications and experience that a potential candidate possesses. Background checks, as appropriate are carried out before a person is appointed by the Board. Prior to the Annual General Meeting, the Board determines the suitability of a Director for re-election with reference to the outcome of annual Board performance reviews and any other relevant matters. Sufficient background information including biographical details and other directorships is provided in the Annual Report and/or the Notice of Meeting in order for shareholders to inform themselves of potential candidates and their independency.

(ASX Recommendation 1.2)

All Directors, Company Secretary and senior executives of the Company have agreements in writing with the Company which sets out their key terms and conditions of their appointment.

(ASX Recommendation 1.3)

Company Secretary

The Company Secretary is directly accountable to the Board through the Chairman, who the Company Secretary has direct contact and line of reporting to. The Company Secretary is responsible for advising the Chairman and the Board to manage the day to day governance framework of the Company. The responsibilities of the Company Secretary are contained in the Charter which is available on the Company's website.

(ASX Recommendation 1.4)

Diversity Policy

As the Company has a small number of staff, the Board does not believe that any benefit would be obtained in setting measurable objectives for achieving gender diversity and has not done so. Neither is the Company a 'relevant employer' under the Workplace Gender Equality Act.

A copy of the Company's Diversity Policy can be found on the website.

(ASX Recommendation 1.5)

Annual Review

The Board has appointed the Chairman as the person responsible for conduction at least an annual, or as necessary, a review of the performance of key executives, both qualitative and quantitative measures will be used consistent with performance targets set annually by the Board in consultation with the respective executive. The Chairman will report to the Board on their performance and the Board will then consider any changes to remuneration and the establishment of any new performance targets.

(ASX Recommendation 1.6)

The Chairman conducted an executive management review during the year under review.

(ASX Recommendation 1.7)

Principle 2

Structure of the Board to be effective and add value

The names of the Directors at the date of this report, or throughout the year, and their qualifications and dates of office are set out in the section of the Annual Report headed 'Directors Report'.

The size and composition of the Board is determined so as to provide the Company with a broad base of industry, business, technical, administrative, financial and corporate skills considered necessary to achieve the strategic objectives of the Company.

The Board considers that the independence of Directors is based on their capacity to put the best interest of the Company and its shareholders ahead of all other interests, so that Directors are capable of exercising objective independent judgement.

The Board has regard to the potential for conflict of interest, whether actual or perceived when evaluating vacancies to be filled and the extent or materiality of these in the ongoing assessment of a director's independence. The Board is of the view that the existence of one or more of the relationships as defined the 4th Edition will result in the Director not being classified as independent and the Company will seek to implement additional safeguards to ensure independence.

ASX Recommendation 2.4 requires a majority of the Board to be independent i.e. a non-executive director who is not a member of management and free from any business or other relationship that could materially interfere with the independence of the judgment of a director. Based on this definition three Directors are considered independent

Each Director is required to disclose any interest which might create a potential conflict of interest with his duties as director, or which would affect his independence. Directors are appointed in accordance with the Constitution of the Company and are appointed for a period of 3 years until the third annual general meeting following the appointment. Any Director appointed by the Board during the year stands for re-election at the next annual general meeting.

Given the size of the Company there is no formal induction process for new directors. Rather any new Director will be provided with a personalised induction which will be dependent upon the skills, experience and knowledge of the Company that the new Director may possess. A new Director induction will include meetings with management and the provision of the Company's policies and procedures.

(ASX Recommendation 2.6)

Neither has the Company established a Nomination and Remuneration Committee to review Board membership. Due to the size of the Company this does not comply with ASX Recommendation 2.1. The Board takes the view that the interests of the Shareholders are best served with the Board, as a whole fulfilling this role but has resolved that the situation will be monitored as the operations of the Company evolve and the formation of a Nomination and Remuneration Committee will be implemented as the necessity and opportunity arises.

Principle 3

Instil a culture of acting lawfully, ethically and responsibly

Charter

The Board operates in accordance with the broad principles set out in the Charter, which is reviewed and updated by the Board on an annual basis. It has also adopted a written Code of Conduct which establishes guidelines for its conduct. The purpose of the Code of Conduct is to ensure that Directors, officers, employees and contractors act honestly, responsibly, legally and ethically and in the best interest of the Company.

Code of Conduct

The code of conduct aims to encourage the appropriate standards of conduct and behaviour of directors, officers, employees and contractors of the company.

They are expected to act with integrity and objectively, striving at all times to enhance the reputation and performance of the Company. In general, the Company requires that each must comply with all laws and regulations. This includes understanding the laws and regulations relevant to their work and complying with the legal requirements of the jurisdiction in which the Company operates.

They should not engage in activities or hold or trade assets that involve, or could appear to involve, a conflict between their personal interest and the interests of the Company. The practices of the Board are aimed at promoting ethical and responsible decision making. The Board strives for a good corporate governance and industry's best practice. It specifically requires that:

Employees of the Company act honestly, in good faith and in the best interests of the Company:

Employees have a duty to use due care and diligence in fulfilling the functions of their position and exercising the powers attached to their employment:

Employees must recognise that their primary responsibility is to the Company's stakeholders:

Employees must not take advantage of their position for personal gain, or the gain of their associates:

Directors have an obligation to be independent and unbiased in their judgements:

Confidential information received by employees in the course of the exercise of their duties remains the property of the Company. Confidential information can only be released or used with specific permission of the Company ; and

Employees have an obligation to comply with the spirit as well as the letter of the law and with the principles of this code.

(ASX Recommendation 3.1)

Conflicts of interest

Directors and employees must keep the Board advised on an ongoing basis, of any interest that may lead to a conflict with the interests of the Company. Where the Board believes that there is a significant or material conflict, the Director or employee concerned shall be excluded from all discussions and access to documents, including Board papers and the like, and shall not be present at any Directors meeting during the consideration or vote on such a matter.

Independence of Professional Advice

The Board has determined that individual Directors have the right to seek independent professional advice in connection with any of their duties and obligations as Director of the Company. Before a Director may obtain that advice at the Company's expense, the Director must obtain the approval of the Chairman, who will not unreasonably withhold that consent. If appropriate any advice received will be made available to the full Board. No member of the Board availed themselves of this entitlement during the year.

Whistleblower policy

The Company has adopted a formal Whistleblower policy which is made available on the Company's website (www.athenaresources.com.au).

This policy applies to all directors, officers, employees, consultants and contractors of the Company. This policy also applies, as far as is reasonably achievable, to the Company's service providers, suppliers and third-party contractors.

The purpose of this policy is to encourage the persons to whom the policy applies to raise any concerns or report instances of any potential breach of law, any violations (or suspected violations) of the Company's Code of Conduct or any other legal or ethical concern without the fear of detriment.

(ASX Recommendation 3.3)

Anti-Bribery and corruption policy

The Company has adopted a formal Anti-bribery and corruption policy in recognition that bribery and corruption act to undermine legitimate business activities, distort competition and may expose the Company, its employees and other stakeholders to significant risks.

The Company provides a safe mechanism pursuant to its Whistleblower Policy to enable and encourage the reporting of any actual, alleged, or perceived, instances of bribery or corruption by any individual to which this policy applies.

A copy of the Anti-bribery and corruption policy is made available on the Company's website (www.athenaresources.com.au).

(ASX Recommendation 3.3)

Principle 4

Safeguard the integrity in corporate reports

Committees Audit and Remuneration and Nomination.

Given the size of the Company, the Board considers it inappropriate and costly to delegate responsibilities to various Board Sub Committees and is, therefore, not in compliance with ASX Recommendation 4.1 However, procedures have been implemented that the Board considers adequate to fulfil the tasks of these committees if they had have been formed.

Audit

Every Director is entitled to seek a one on one private discussion with the audit partner and/or staff of the Company's auditor:

The audit partner may request and receive a one on one meeting with any director of the Company at any time:

The audit partner is invited to attend a meeting of directors prior to the signing of half yearly and full year financial accounts and discuss any matter considered to be appropriate:

Prior to the approval of financial statements within a reporting period, the Board requires the Executive Chairman and Chief Financial Officer to confirm, in writing, that

- the financial records of the company have been properly maintained in accordance with section 286 of the Corporations Act 2001;
- the financial statements and notes comply with the Accounting Standards; and the financial statements and notes give a true and fair view.

(ASX Recommendation 4.1, 4.2 & 4.3)

The external auditor is required to attend the Annual General Meeting and make himself available to answer questions from the stakeholders.

Remuneration and Nomination

The Board oversees the remuneration taking into consideration economic factors and industry trends. Management may nominate a prospective employee, if and when required. Upon receiving a detailed C.V. and conducting independent third party checks and confirmations. The Board has the responsibility of accepting or declining the appointment of an employee.

Principle 5

Make Timely and balanced disclosure

The ASX defines continuous disclosure in its Listing Rules as “the timely advising of information to keep the market informed of events and developments as they occur”. ASX Listing Rules and the Corporations Act require that the Company discloses to the market matters which a reasonable person would expect to have a material effect on the price or value of the Company’s securities.

The Company’s Continuous Disclosure Policy is designed to meet market best practice, ensuring that all interested parties have an equal opportunity to obtain information which is issued by the Company. It is the Company’s policy for the immediate reporting of any matter which could potentially have a material effect. The Non-Executive Chairman is responsible for monitoring information which could be price sensitive, liaising with the Company Secretary to make an initial assessment and forwarding to the Board for confirmation of disclosure of such information. The Non-Executive Chairman monitors daily activity to ascertain what matters should be considered for disclosure and as soon as a matter is considered appropriate for disclosure the Non-Executive Chairman notifies the Company Secretary. It is noted that the Company must not delay in giving this information to ASX. Therefore, if not all Directors are immediately available, the Company Secretary is authorised to lodge such information upon receiving the majority of Directors approval.

It is also the Company’s policy that price sensitive information will be disclosed, in the first instance to ASX, and then to others. Material information must not be selectively disclosed, for example to analysts, the media or shareholders, prior to being announced to ASX.

The Company uses its website www.athenaresources.com.au as a communication tool for distribution of the annual report, market announcements and media disclosures.

(ASX Recommendation 5.1)

Principle 6

Respect the rights of security holders

The Company keeps shareholders and other interested parties informed of performance and major developments via communications through its website. This includes details of the Governance framework adopted by the Company, including copies of the Corporate Governance Policies and Charters. The link is <http://www.athenaresources.com.au/corporate-governance/>

(ASX Recommendation 6.1)

The Company has a Shareholders and Communications Policy that outlines the process followed to ensure communication with shareholders and the investment community is effective, consistent and adheres to the principles of continuous disclosure.

(ASX Recommendation 6.2)

At every general or annual general meeting of shareholders, time is set aside for any shareholder to direct a question to any director. If the Chairman is of the opinion that the question is one which cannot rightfully be put before the meeting, then immediately after the meeting is closed such questions are addressed in a general forum.

(ASX Recommendation 6.3)

The Company ensures that all substantive resolutions considered for approval at a meeting of security holders are decided upon by a poll rather than by a show of hands.

Where considered appropriate the Company will engage the services of an independent third party, such as its share registry, to undertake the poll.

(ASX Recommendation 6.4)

In addition, the website contains a function to allow interested parties to subscribe to receive electronic notification of public releases and other relevant material concerning the Company and its activities.

(ASX Recommendation 6.5)

Principle 7

Recognise and manage risk

Given the size of the Company, the Board has not established a risk committee nor does it have an internal audit division. This is not in accordance with the 4th Edition Recommendation 7.1 and 7.3. Rather the Board is responsible for the Company's risk management. The responsibility and control of risk management is overseen by the Non-Executive Chairman, with matters delegated to the appropriate level of management within the Company. The Company Secretary is responsible for assuring the systems are maintained and complied with.

The mitigation and management of financial and operational risks are agenda Board agenda items on a regular basis. The Chief Financial Officer/Company Secretary report to the Board whether the Company's assets are physical or financial risk.

The Board oversees an ongoing assessment of the effectiveness of risk management and internal compliance and control:

The responsibility for undertaking and assessing risk management lays with the Board, which is required to review efficiency and effectiveness of risk management on a regular basis and comparing against industry standards:

The risk profile of the Company includes both financial and non-financial factors including material risks arising from operational efficiency, exploration best practice and compliance with State and Federal environmental rehabilitation laws.

The Company undertakes mineral exploration activities and as such faces inherent risks to its business, including economic, environmental and social sustainability risks which may materially impact the Company's ability create or preserve value for shareholders over the short, medium or long term. The Board keeps itself informed of possible material exposure to risk that the Company may face.

(ASX Recommendation 7.4)

Company personnel and contractors are required to attend risk meetings as and when required, especially if site visits are contemplated. The core importance to the Company is safety, which it considers a priority not only in respect to its employees and contractors but also to the community and the environment in which it operates. The Company is of the opinion that if these matters are priorities then they will act as drivers for value to shareholders. The Company has a comprehensive health and safety policy manual.

During the year under review, the Company did not review its risk management framework, This is not in accordance with the 4th Edition Recommendation 7.2.

Principle 8

Remunerate Fairly and Responsibly

The Board has not established a Nomination or Remuneration Committee. . This is not in accordance with the 4th Edition Recommendation 8.1.

Given the size of the Board, the Directors have determined that it is neither, efficient, or viable to have a majority of independent directors forming the Committee. Nor does the Board believe that any advantage would be achieved at this juncture taking into account the size of the Company and the Board to have a separately constituted Remuneration Committee to carry out this function.

ASX Listing Rules and the Constitution require that the maximum aggregate amount of remuneration to be allocated among the non-executive Directors be approved by the shareholders in general meeting. In proposing the maximum amount of consideration by shareholders, and in determining the allocation, the Board, as a whole, take into account the time demands made on Directors, and such factors as fees paid to non-executive Directors in comparable Australian companies. The remuneration and benefits of Directors and Senior Management are disclosed in the Annual Report in the section entitled 'Directors Report'

(ASX Recommendation 8.2)

There are no termination and retirement benefits to non-executive directors.

The remuneration of non-executive and executive directors are contained in the 2023 Annual Report and a copy of the Remuneration & Nomination Committee Charter is available on the Company's website.

The Company does not have an equity based remuneration scheme.

(ASX Recommendation 8.3)