



Corporate Governance Statement

Approved by the board on 18 September 2023

Corporate Governance Statement

The Directors and management of Zeta Resources Limited (“the company”) and its subsidiaries (collectively “the Group”) are committed to conducting the Group’s business in an ethical manner and in accordance with the highest standards of corporate governance. The company has adopted and substantially complies with the *ASX Corporate Governance Principles and Recommendations (Fourth Edition)* (“Recommendations”) to the extent appropriate to the size and nature of the Group’s operations.

The company has prepared this statement which sets out its corporate governance practices that were in operation throughout the financial year ended 30 June 2023, identifies any Recommendations that have not been followed, and provides reasons for not following such Recommendations.

The company’s corporate governance policies and charters and policies are all available on the company’s website (<https://zetaresources.limited>) (“Website”).

Principle 1 – Lay solid foundations for management and oversight

- 1.1 A listed entity should have and disclose a board charter setting out:
- (a) the respective roles and responsibilities of its and management; and
 - (b) those matters expressly reserved to the board and those delegated to management.

The board has adopted a Board Charter which establishes the role of the board and its relationship with its Investment Manager, ICM Limited.

Role of the board

The primary role of the board is the protection and enhancement of long-term shareholder value. Its responsibilities include the overall strategic direction of the Group, establishing goals for management and monitoring the achievement of these goals.

The principal roles and responsibilities of the board includes:

- setting the objectives and direction of the company;
- monitoring operational and financial performance;
- assessing and managing risks and compliance with the regulatory standards;
- oversight and assessment of the performance of the Investment Manager;
- appointment of the company secretary and oversight of responsibilities delegated to the company secretary;
- evaluate the performance of the Investment Manager and the board; and
- setting the ethical standards for the company.

Role of management

The Investment Manager is responsible for the management and day-to-day affairs of the Group under delegated authority from the board via an Investment Management Agreement dated 3 June 2018. Further details of the responsibilities of the board and the Investment Manager can be found in the Board Charter which is posted on the Website.

- 1.2 A listed entity should:
- (a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election, as a director; and
 - (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

The board ensures that when seeking new appointments, it undertakes appropriate screening checks on potential candidates and seeks confirmation from them that they will have sufficient time to fulfil their responsibilities as a director. Where appropriate, external consultants may be engaged to assist in searching for candidates and undertaking relevant checks.

The company provides information to shareholders about directors seeking re-election at the annual general meeting to enable shareholders to make an informed decision on whether or not to re-elect the director, including the director’s relevant qualifications and experience and the skills they bring to the board; details of any other listed directorships held by the director in the preceding three years; the term of office already served by the director;

whether the director is considered to be independent; and a recommendation by the board in respect of the re-election of the director.

The company will, in the case of a candidate standing for election as a director for the first time, provide information to shareholders about the candidate to enable them to make an informed decision on whether or not to elect the candidate, including:

- material adverse information revealed by any checks the board has performed on the candidate;
- details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect the candidate's capacity to exercise independent judgement on board matters or to act in the best interests of the company and its shareholders generally;
- the board's view on whether the candidate will be considered to be an independent Director; and
- a recommendation by the board in respect of the election of the candidate.

At the company's AGM held on 29 November 2022, both Martin Botha and André Liebenberg were re-elected as non-executive directors. Shareholders were provided with information about both directors in the Explanatory Statement attached to the Notice of Meeting.

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

The company has a written agreement in place with each director which sets out the terms of their appointment. Any material variations to these agreements will be disclosed to the ASX to the extent required by the ASX Listing Rules. The company does not employ any executive directors and senior executives.

1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

The company secretary is accountable to the board through the chair of the board, on all matters relating to the proper functioning of the board. All directors have access to the company secretary.

The decision to appoint or remove the company secretary is to be made or approved by the board as per the Board Charter (clause 2.4).

1.5 A listed entity should:

- (a) have and disclose a diversity policy;
- (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
- (c) disclose in relation to each reporting period:
 - (1) the measurable objectives set for that period to achieve gender diversity;
 - (2) the entity's progress towards achieving those objectives; and
 - (3) either:
 - (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
 - (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.

The board has a Diversity Policy, the latest version of which was approved by the board on 12 June 2023. A copy of the Diversity Policy can be found on the Website.

The measurable objectives for the 2022/23 reporting period were as follows:

- 1. Assess annual director performance evaluations in relation to diversity considerations**
The board undertook the annual evaluation of directors and has reviewed the skills matrix on 18 September 2023. The board is satisfied with the current mix of gender, skills and the overall performance of directors.
- 2. Apply diversity objectives in the recruitment of any additional board members**
No board appointments were made during the reporting period.
- 3. Ensure that a diverse pool of candidates is considered should additional directors be recruited**
No board appointments were made during the reporting period.

4. **Board Gender Representation**

The board has determined that it has a target of a minimum of one female and one male director on the board. However, should a fifth director be appointed then the minimum representation should be increased to two.

The number of female non-executive directors currently on the board is 25% of the total number of non-executive directors. Xi Xi has been a director of the board since her appointment on 7 June 2013 and subsequent re-elections at the company's annual general meetings held in 2014, 2017 and 2020.

5. **Obtain confirmation from the Investment Manager Company, ICM Limited, that it is fulfilling its diversity policy obligations**

ICM Limited provided confirmation that there have been no alleged or reported breaches of its Equal Opportunity and Diversity Policy to date.

1.6 A listed entity should:

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

The Board Charter requires the board to review its performance annually and to undertake a formal annual review of its overall effectiveness, including that of any committees.

The board reviews its performance in the context of the company's objectives, results and the achievements of the Investment Manager. The board ensures that each director has the necessary skills, experience and expertise, and the mix remains appropriate for the board to function effectively. As a result of these performance reviews, the board may implement changes to improve the effectiveness of the board and corporate governance structures. Independent professional advice may be sought as part of this process.

As required by clause 2.5 of the Board Charter, the board undertook a review of its performance at a meeting held on 18 September 2023.

As required by clause 2.7 of the Board Charter, the board reviewed the performance of the Audit & Risk Committee at a meeting held on 18 September 2023.

1.7 A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and
- (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.

The company does not have executive directors and senior executives. The company's day-to-day business is undertaken by the Investment Manager, under the terms of the Investment Management Agreement.

As required by clause 2.5 of the Board Charter, the board undertook a review of the performance of the Investment Manager at a meeting held on 18 September 2023.

Principle 2 – Structure the board to be effective and add value

2.1 The board of a listed entity should:

- (a) have a nomination committee which:
 - (1) has at least three members, a majority of whom are independent directors; and
 - (2) is chaired by an independent director, and disclose:
 - (3) the charter of the committee;
 - (4) the members of the committee; and
 - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a 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.

The board has not established a formal nomination committee.

In accordance with the company's Board Charter, the board carries out the duties that would ordinarily be carried out by the nomination committee under a nomination committee charter. This includes addressing succession issues and ensuring the board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.

Where necessary, the board seeks advice of external advisers in connection with the suitability of applicants for board membership. Any new directors will be selected according to the needs of the company at that particular time, the composition and the balance of experience on the board, as well as the strategic direction of the company.

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

The board aims to be comprised of directors which have, at all times, the appropriate mix of skills, experience, expertise relevant to the company's business and the board's responsibilities. This objective is enumerated in the Board Charter, which additionally requires that the majority of the board should, to the extent practicable, be comprised of independent directors. The board has achieved this particular membership objective.

The following table sets out the mix of skills and experience the board considers necessary or desirable in its directors and the extent to which they are represented to the board as assessed by the board on 18 September 2023.

Skills and experience	No. of Directors	Rating High/Med/Low
<p>Executive leadership Sustainable success in business at a very senior executive level in a successful career.</p>	4	High-High-High-Medium
<p>Global experience Senior management or equivalent experience in multiple global locations, exposed to a range of political, cultural, regulatory and business environments.</p>	4	High-High-High-High
<p>Governance and Board Prior experience as a Board member, industry or membership of governance bodies.</p>	4	High-High-High-High
<p>Acquisitions Experience in M&A and implementation.</p>	4	High-High-High-High
<p>Strategy/Risk Track record of developing and implementing a successful strategy, including appropriately probing and challenging management on the delivery of agreed strategic planning objectives. Track record in developing an asset or business portfolio over the long term that remains resilient to systemic risk.</p>	4	High-High-High-Medium
<p>Financial acumen Senior executive or equivalent experience in financial accounting and reporting, corporate finance and internal financial controls, including an ability to probe the adequacies of financial and risk controls.</p>	4	High-High-Medium-Medium
<p>Capital projects Experience working in an industry with projects involving large-scale capital outlays and long-term investment horizons.</p>	4	High-Medium-Medium-Low
<p>Sustainability and Stakeholder Management Experience related to workplace health and safety, environmental and social responsibility, human resources, industrial relations and community relations.</p>	4	High-Medium-Low-Low
<p>Remuneration Board Remuneration Committee membership or management experience in relation to remuneration, including incentive programs and pensions/superannuation and the legislation and contractual framework governing remuneration.</p>	4	High-High-High-Medium
<p>Natural Resources Sector (Mining, Oil & Gas) Senior executive experience in a large natural resources organisation combined with an understanding of the company's corporate purpose to create long-term shareholder value through investment in entities involved in the discovery, acquisition, development and marketing of natural resources.</p>	4	High-High-Medium-High
<p>Marketing Senior executive experience in marketing and a detailed understanding of the company's corporate purpose to create long-term shareholder value through the investment in the natural resources sector.</p>	4	High-High-Low-Low
<p>Public policy Experience in public and regulatory policy, including how it affects corporations.</p>	4	High-Medium-Low-Low

2.3 A listed entity should disclose:

- (a) the names of the directors considered by the board to be independent directors;
- (b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and
- (c) the length of service of each director.

The board comprises the following directors:

Name	Date of Appointment	Length of Service
Martin Botha	7 June 2013	10 years
André Liebenberg	30 December 2019	3½ years
Peter Sullivan	7 June 2013	10 years
Xi Xi	7 June 2013	10 years

All directors are non-executive directors.

The board has considered the circumstances of each director and determined that all are independent as described in box 2.3 of the Recommendations. Certain Zeta Resources Limited directors have been appointed as non-executive directors of subsidiaries after the company has invested in these entities. As these appointments were made in the company's interests, the board is of the opinion that they do not compromise the independence of any of the directors.

The *Corporations Act 2001 (Cth)*, the Bermudan Companies Act 1981, the company's Bye-Laws and the board meeting process require directors to advise the board of any interest they have that has the potential to conflict with the interests of the Group, including any development that may impact their perceived or actual independence. If the board determines that a director's status as an independent director has changed, that determination will be disclosed and explained in a timely manner to the market.

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

As disclosed in the company's Annual Report, all current members of the board are determined to be independent.

The board has adopted a series of safeguards to ensure that independent judgement is applied when considering the business of the board:

- Directors are entitled to seek independent professional advice at the company's expense.
- Directors having a conflict of interest with an item for discussion by the board must excuse themselves from a board meeting where such item is being discussed before commencement of discussion on such topic.
- The independent directors confer on a "needs" basis with the chairman with such discussion if warranted and considered necessary by the independent directors.

The board considers non-executive directors to be independent even if they have minor dealings with the company, provided they are not a substantial shareholder. Transactions with a value in excess of 5% of the company's annual operating costs are considered material. A director will not be considered independent if they are involved in transactions with the company that are in excess of this materiality threshold.

2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

Mr Peter Sullivan was chairman of the company throughout the year ending 30 June 2023 and continues to be chairman to this date. Mr Sullivan is an independent director.

The company does not have a CEO and its operations are managed by the Investment Manager.

2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

In accordance with the company's Board Charter, the board is responsible for the approval and review of induction and continuing professional development programs and procedures for directors to ensure that they can effectively discharge their responsibilities.

The company has procedures and policies in place to assist directors in fulfilling their responsibilities. As directors join the board, they are provided with all relevant information on the company's core values, key strategies, objectives, governance framework and operations, as well as the broader market in which the company operates.

The board also receives ongoing governance updates as required, including in relation to recent legislative and regulatory changes and developments in corporate governance. All directors have ongoing access to information on the company's operations. Each director, at any time, is able to seek reasonable independent professional advice on any business-related matter at the expense of the company. Directors also have access to adequate internal resources to seek any information from any officer or employee of the Group (if applicable), or to require the attendance of the Investment Manager at meetings to enable them as directors to fulfil their duties.

Principle 3 – Instil a culture of acting lawfully, ethically and responsibly

3.1 A listed entity should articulate and disclose its values

The company is committed to conducting all of its business activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules and regulations. The board is dedicated to high ethical standards and recognises and supports the company's commitment to compliance with these standards.

The company's core values as set out in the Code of Conduct are as follows:

- (a) provide value to its shareholders through growth in its market capitalisation;
- (b) act with integrity and fairness;
- (c) create a safe and challenging workplace;
- (d) be participative and recognise the needs of the community;
- (e) protect the environment;
- (f) be commercially competitive; and
- (g) strive for high quality performance and development.

3.2 A listed entity should:

- (a) have and disclose a code of conduct for its directors, senior executives and employees; and
- (b) ensure that the board or a committee of the board is informed of any material breaches of that code.

The board has established a Code of Conduct which articulates acceptable practices for directors and the Investment Manager to guide their behaviour and to demonstrate the commitment of the company to ethical practices.

The Code of Conduct is published on the Website and was reviewed and adopted by the board on 12 June 2023.

Any material breaches of the Code of Conduct are reported to the board.

3.3 A listed entity should:

- (a) have and disclose a whistleblower policy; and
- (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.

This does not apply as the company does not have any employees.

The Audit & Risk Committee has responsibility to review the adequacy of the Investment Manager's whistleblowing policies and to ensure their appropriateness in relation to the requirements of the company. The Investment Manager's whistleblowing policies are laid out in the ICM Limited Compliance Manual which was most recently reviewed in May 2023.

3.4 A listed entity should:

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

Sections 2.2 and 2.3 of the company's Code of Conduct outline the company's general position in relation to anti-bribery and corruption. The Code of Conduct applies to the directors of the company and the Investment Manager, ICM Limited.

The Audit & Risk Committee has responsibility to review the Investment Manager's procedures for detecting fraud as well as receiving reports on its systems and controls for the prevention of bribery and non-compliance. No material breaches of the Investment Manager's policy were reported during the year ended 30 June 2023.

Principle 4 – Safeguard the integrity of corporate reports

- 4.1 The board of a listed entity should:
- (a) have an audit committee which:
 - (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and
 - (2) is chaired by an independent director, who is not the chair of the board, and disclose:
 - (3) the charter of the committee;
 - (4) the relevant qualifications and experience of the members of the committee; and
 - (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
 - (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

The Audit & Risk Committee (“committee”) was established by the company on 25 November 2020. A copy of the Committee’s Charter can be found on the Website.

The committee consists of the board in its entirety. All members of the board are non-executive directors who are deemed to be independent. The chair of the committee is André Liebenberg.

The members of the committee, their relevant qualifications and experience, the number of times the committee met during the period, and the individual attendances of the members, are published in the Annual Report to Shareholders.

The committee is responsible for appointing an external auditor, subject to the requirements of the Companies Act 1981 (Bermudan) and shareholder approval. The external auditor is appointed at the annual general meeting or at a subsequent special general meeting in each year. The term of appointment is for such term as the shareholders deem fit or until a successor is appointed.

The external auditor is expected to manage its audit team members to ensure adequate rotation of staff.

Mazars South Africa was appointed as the company’s external auditor at the annual general meeting held on 29 November 2022.

- 4.2 The board of a listed entity should, before it approves the entity’s financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The board requires that the Investment Manager state in writing to the board that the Group’s financial reports present a true and fair view, in all material respects, of the Group’s financial condition and operational results and are in accordance with relevant accounting standards and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The company does not have a Chief Executive Officer or Chief Financial Officer and so cannot receive declarations from such officers. The board considers that the declarations of the Investment Manager constitute adequate assurances from the management of the company to satisfy the requirements of Recommendation 4.2.

Prior to approving the company’s financial statements for the 2023 reporting period, the board received from the Investment Manager the written declarations outlined above.

- 4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

The company undertakes significant review of any periodic corporate report to verify its integrity prior to its release to the market. This includes reviews by Directors and staff of the Investment Manager. Where a release is to include matter of substance, the company will seek additional input and guidance from its auditors prior to the information being released to the market.

The company advises the market in each instance whether the information contained in the market release is audited or unaudited.

The Directors' Report contained in the 2023 Annual Report has been reviewed by relevant senior management of the Investment Manager and the company's Audit & Risk Committee and the Board of Directors.

Principle 5 – Make timely and balanced disclosure

5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the listing rule 3.1.

The company has a documented policy which has established procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability for that compliance. The focus of these procedures is on continuous disclosure of any information concerning the Group that a reasonable person would expect to have a material effect on the price of the company's securities and improving access to information for all investors.

The Investment Manager and the company secretary are responsible for interpreting the Group's policy and where necessary informing the board. The purpose of the procedures for identifying information for disclosure is to ensure timely and accurate information is provided equally to all shareholders and market participants. The Investment Manager is responsible for all communications with the ASX. The Continuous Disclosure Policy is published on the Website and was reviewed and adopted by the board on 22 July 2022.

During the past financial year, the company has remained committed to providing timely, full and accurate disclosure and to keeping its markets informed with release of the annual and half yearly reports to shareholders along with other news releases in relation to the ongoing activities of the company.

5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

The Board receives copies of all material market announcement and provides its approval prior to any information being released to market.

5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

All substantive investor or analyst presentations are released on the ASX Markets Announcements Platform ahead of any such presentations.

Principle 6 – Respect the rights of security holders

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

The Website provides information on the company including its history, current operations and corporate directory.

The Corporate Governance page of the Website (<https://www.zetaresources.limited/investor-relations/corporate-governance/>) provides access to key policies, procedures and charters of the company, such as the Board and Audit & Risk Committee charters, Securities Trading Policy, Code of Conduct and Continuous Disclosure Policy, and the company's latest Corporate Governance Statement.

ASX announcements, reports and presentations are uploaded to the Website following release to the ASX and editorial content is updated on a regular basis. The company is committed to providing shareholders and the market with consistent, transparent corporate reporting and timely, accurate disclosures.

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

The company communicates with its shareholders and investors by posting information on the Website, and by encouraging attendance and participation of shareholders at general meetings. Investors are also able to provide feedback and seek further information about the company via the Website.

Management or directors meet with shareholders from time-to-time upon request and respond to any enquiries they may make.

Shareholders are able to raise any questions in relation to the content of the auditor's report or the conduct of the audit with the company's external auditor at the AGM.

The company also communicates with its shareholders via its share registry, Automic Pty Ltd. The registry provides shareholders with the option of receiving communications from and sending communications to it electronically, where appropriate, for reasons of speed, convenience, cost and environmental considerations.

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

Shareholders are encouraged to attend the company's AGM. The AGM is an opportunity for shareholders to hear the chairman provide updates on Group performance, ask questions of the board and vote on the various resolutions affecting the business. Shareholders are given an opportunity to ask questions of the company's auditors regarding the conduct of the audit and preparation and content of the auditor's report.

Shareholders who are unable to attend meetings of the company are encouraged to participate by way of appointment of a proxy. Information as to how to lodge a proxy form is provided to shareholders at the time a notice of meeting is distributed.

6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than a show of hands.

All substantive resolutions are decided by a poll at general meetings of the company.

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

Investors are able to communicate with the company by emailing the Investment Manager.

Investors are also able to communicate with the company's registry, Automic Pty Ltd, electronically by emailing the registry or via the registry's website – www.investor.automic.com.au

Contact details for the Investment Manager and the company's registry can be found on the Website.

Principle 7 – Recognise and manage risk

7.1 The board of a listed entity should:

- (a) have a committee or committees to oversee risk, each of which:
 - (1) has at least three members, a majority of whom are independent directors; and
 - (2) is chaired by an independent director, and disclose:
 - (3) the charter of the committee;
 - (4) the members of the committee; and
 - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

The board established an Audit & Risk committee in November 2020 and is chaired by an independent director and consists of four members.

The charter of the committee can be found on the Website located in the Corporate Governance section – www.zetaresources.limited/investor-relations/corporate-governance/

Details confirming the number of meetings in each period are published in the company's Annual Report.

The committee has responsibility for monitoring risk oversight and the Investment Manager reports on the status of business risks.

The committee, is responsible for ensuring that:

- there are adequate policies for the oversight and management of material business risks to the Group;
- there are effective systems in place to identify, assess, monitor and manage the risks of the Group and to identify material changes to the Group's risk profile; and
- arrangements are adequate for monitoring compliance with laws and regulations applicable to the Group.

The directors' policies and processes for managing the financial risks are set out in the notes to the financial statements contained with the annual report. These financial risks are principally related to the market (commodity price movements, currency movements, interest rate changes and security price movements), liquidity and credit and counterparty risk.

The board is satisfied that the Investment Manager has implemented a sound system of risk management and internal control.

7.2 The board or a committee of the board should:

- (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and
- (b) disclose, in relation to each reporting period, whether such a review has taken place.

The Group has established policies and procedures to identify, assess and manage all material business and operational risks. The Audit & Risk Committee has responsibility for monitoring risk oversight and ensures that the Investment Manager report on the status of business risks through risk management programs aimed at ensuring risks are identified, assessed and appropriately managed. In addition, the Audit & Risk Committee periodically reviews the risk management framework and policies of the Group and is satisfied that the Investment Manager has developed and implemented a sound system of risk management and internal control.

The Audit & Risk Committee reviewed the risk management framework at its meeting held on 18 September 2023 and it was satisfied that it continues to be sound.

7.3 A listed entity should disclose:

- (a) if it has an internal audit function, how the function is structured and what role it performs; or
- (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.

The board considers risk management in making all of its decisions at board meetings throughout the year to ensure that the significant risks facing the company are identified, that appropriate control, monitoring and reporting mechanisms are in place and that risk is appropriately dealt with, and to liaise with the Investment Manager to identify and manage risk.

The company does not have a separate internal audit function.

The board believes that specific responsibilities for risk management are clearly communicated, understood and managed by it and the Investment Manager as appropriate. The board, via the Audit & Risk committee, monitors the adequacy of the company's internal financial control systems that identify, assess, manage and monitor financial risks and other internal control and risk management systems. It also regularly reviews the risk matrix with the Investment Manager to assess if all known risks are covered and the controls in place are adequate.

Any changes in the risk profile for the company will be communicated to its stakeholders via an announcement to the ASX. The Group's risk management processes continue to be monitored and reported against on an ongoing basis.

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

The company's Responsible Investment Policy was approved in February 2023. The policy directs the Investment Manager to adequately consider Environmental, Social and Governance ("ESG") risks and opportunities as part of the investment process in accordance with the company's investment mandate. The Responsible Investment Policy states that the company:

- (a) aims to identify and manage significant ESG investment related risks;
- (b) will consider ESG issues (in addition to traditional investment criteria) when considering investments and selecting the investment manager; and
- (c) aims to measure and monitor ESG issues for investments where those factors may impact the company business, reputation, or the communities in which it operates.

The company commits to transparent reporting on the implementation, monitoring and progress of the application of the Responsible Investment Policy. The Investment Manager has implemented an ESG framework which has been applied to Zeta's portfolio and regular ESG updates are provided to the board for its review and consideration.

ICM is a signatory to the United Nations-supported Principles for Responsible Investment ("PRI"), which is an international network of investors working together to implement its six aspirational principles for incorporating ESG issues into investment practice. The Investment Managers believe that good stewardship is essential, and these

principles align with its philosophy to protect and increase the value of its investments. Further information about PRI can be found on their website: <https://www.unpri.org/>

The Group's subsidiaries, Horizon Gold Limited and Kumarina Resources Pty Ltd, are both involved in the discovery and exploration of mineral deposits whose operations are subject to Australian environmental regulations. As a result, there is some potential for material exposure to economic, environmental and social risks.

Both entities are very aware of the potential for risk in this area and are committed to ensuring that sound environmental management and safety practices are carried out in their exploration activities.

They are committed to environmental sustainability, recognising their obligations to practice good environmental "stewardship" of the tenements on which they operate.

Their activities are conducted in a manner that seeks to minimise environmental impact as much as possible and are conducted strictly in accordance with all necessary permits and approvals from regulators.

Principle 8 – Remunerate fairly and responsibly

8.1 The board of a listed entity should:

- (a) have a remuneration committee which:
 - (1) has at least three members, a majority of whom are independent directors; and
 - (2) is chaired by an independent director, and disclose:
 - (3) the charter of the committee;
 - (4) the members of the committee; and
 - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

The company has four non-executive directors and does not have any employees and has not established a formal remuneration committee. The board considers the issues that would otherwise be a function of a remuneration committee.

The company's day-to-day business is undertaken by the Investment Manager which is paid a management and performance fee at the end of each quarter as calculated per the terms of the Investment Management Agreement. The performance of the Investment Manager is evaluated annually by the board.

8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

Directors' fees are reviewed annually by the board. No director individually determines their remuneration. Details of directors' remuneration are set out in the company's annual report.

Details of the remuneration received by the Investment Manager is also detailed in the annual report.

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

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

The company does not have an equity-based remuneration scheme.

Principle 9 – Additional recommendations for companies established outside Australia

9.1 A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.

The company does not have a director in this position and this recommendation is therefore not applicable.

9.2 A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.

The company will choose a date, venue and time considered convenient to the greatest number of its shareholders.

9.3 A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

The board ensures that the external auditor is represented at the AGM by a suitably qualified member of the audit team who is in a position to answer questions about the audit. Shareholders are entitled, and encouraged, to submit a written question to the auditor that is relevant to the content of the auditor's report or the conduct of the audit.

The company's auditors, Mazars Limited, were available to answer questions at the AGM held on 29 November 2022. No questions were put to them at this meeting.