



CHILWA MINERALS

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CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement sets out the key corporate governance practices of the Company during the Reporting Period, providing disclosure to the extent recommended by the ASX in accordance with its "Corporate Governance Principles and Recommendations 4th Edition" (the "ASX Principles").

Chilwa has followed the Recommendations to the extent the Board considered was practicable and likely to genuinely improve the Company's internal processes and accountability to external stakeholders. This Statement was approved and authorised for release by the Board of Directors on 27 September 2023.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1

A listed entity should have and disclose a board charter setting out:

- a) the respective roles and responsibilities of its board and management; and**
- b) those matters expressly reserved to the board and those delegated to management.**

The Company has a Statement of Board and Management Functions which sets out the roles and responsibilities of the board, the non-executive directors, the Managing Director and management generally. The Statement also addresses materiality thresholds and the organisation of the board.

It is the role of the Board to protect and enhance long-term shareholder value, provide strategic direction for the Company, establish goals for management and monitor the achievement of those goals.

The Board's responsibilities include:

- Supervising the Company's framework of control and accountability systems to enable risk to be assessed and managed.
- Ensuring the Company is properly managed.
- Approving of the annual budget, major capital expenditure, capital management, and acquisitions and divestments.
- Monitoring the financial performance of the Company. — Approving and monitoring financial and other reporting.
- Liaising with the Company's external auditors and Audit & Risk Committee.
- Monitoring the environmental and the occupational health and safety performance of the Company.

In addition, the non-executive directors are responsible for reviewing and challenging executive performance.



The Managing Director is responsible for running the affairs of the Company under delegated authority from the Board and to implement the policies and strategy set by the Board.

The role of management is to support the Managing Director and implement the running of the general operations and financial business of the Company.

Recommendation 1.2

A listed entity should:

- a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and**
- b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.**

Relevant details of all directors are provided in the Directors Report section of the Annual Report each year. The notice of AGM refers shareholders to the Annual Report for details of the directors seeking election.

The requirement to undertake appropriate checks applies to new directors, and Chilwa undertook such checks prior to the appointment of all directors as part of the IPO process.

Recommendation 1.3

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

All senior executives and directors have written employment agreements.

Recommendation 1.4

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

The company secretary formally reports to the Board through the chair.

Recommendation 1.5

A listed entity should:

- a) have and disclose a diversity policy;**
- b) through its board or a relevant committee of the board to set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and**
- 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 organisation (including how the entity has defined "senior executive" for these positions); 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 Company has a Board approved policy on diversity. The Company also has internal human resources policies promoting diversity and equal employment opportunity. Chilwa has not however set measurable objectives for achieving gender diversity.

The Company will continue to recruit and manage employees on the basis of competence and performance, irrespective of their backgrounds and individual circumstances.

Recommendation 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 for each reporting period whether a performance evaluation was undertaken in the reporting period in accordance with that process.**

An annual review of the board performance, director performance and board composition is undertaken each year by the Remuneration & Nomination Committee. This is done prior to the Committee’s consideration of the nomination of directors for election at the AGM.

Recommendation 1.7

A listed entity should:

- a) have and disclose a process for periodically evaluating the performance of its senior executives; and**
- b) disclose for each reporting period, whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.**

An annual review of the performance of senior executives is undertaken each year by the Board acting as the Remuneration & Nomination Committee.

PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

Recommendation 2.1

The board of a listed entity should:

- a) have a nomination committee which:**
 - 1. has at least three members, a majority of whom are independent directors; and**
 - 2. is chaired by an independent director;****and disclose:**
 - 3. the charter of the committee;**
 - 4. the members of the committee; and**



5. as at the end of 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.

Chilwa has a Remuneration & Nomination Committee comprising the full board. The Company is of a size that a separate committee is not deemed practical by the Board.

The Charter of the Committee has been disclosed on the Company's website.

Recommendation 2.2

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

The Company places a high priority on having the requisite mix of skills and experience amongst its directors to enable it to properly undertake its duties and responsibilities.

Chilwa considers that it has the necessary collective expertise in exploration, mine development, infrastructure development and operation, finance and organisational management to enable it to develop projects from exploration through to production.

Details of the skills, experience and terms of office of each director are contained in their respective profiles in the Directors' Report.

Recommendation 2.3

A listed entity should disclose:

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

Mr Philip Lucas is an Independent Director who was appointed 1 February 2022.

His details can be found in their profiles in the Directors' Report.

Recommendation 2.4

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

Chilwa does not meet this recommendation since only one (1) of the four (4) directors are independent.

The Board considers that it has an appropriate balance between executive and non-executive directors as well as a complementary mix of skills and experience.



Recommendation 2.5

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

Mr Philip Lucas is an Independent Director who is also Chairman of the Board of Directors.

Recommendation 2.6

A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

Chilwa has an induction manual for new directors, which is supported by meetings with senior staff and visits to operational sites. Professional development opportunities are at the request of directors and are supported by the Company.

PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

Recommendation 3.1

A listed entity should articulate and disclose its values.

The Company's values are set out in its Code of Conduct (which forms part of the Corporate Governance Plan) and are available on the Company's website. All employees will be given appropriate training on the Company's values and senior executives will continually reference such values.

Recommendation 3.2

A listed entity should

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

Chilwa has a Code of Conduct, which is published on the Company's website.

The Code is designed to promote ethical business conduct, compliance with laws and regulations, high standards of professional behaviour and to avoid conflicts of interest.

The code applies to directors, managers and employees. It covers compliance with the law, conflicts of interest, corporate opportunities, confidentiality, intellectual property, safe work practices, alcohol and drug usage, equal opportunity and outside employment.

In addition to the ASX Corporate Governance requirements, the Company has an Anti-Bribery Policy. This policy was developed to promote compliance with the Criminal Code Amendment (Bribery of Foreign Public Officials) Act 1999, which creates an offence of bribery.



Recommendation 3.3

A listed entity should:

- a) have and disclose a whistle-blower policy; and**
- b) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.**

The Company's Whistle-blower Protection Policy (which forms part of the Corporate Governance Plan) is available on the Company's website.

Any material breaches of the Whistle-blower Protection Policy are required to be reported to the Board or a committee of the Board.

Recommendation 3.4

A listed entity should:

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

The Company's Anti-Bribery Policy (which forms part of the Corporate Governance Plan) is available on the Company's website.

Any material breaches of the Anti-Bribery Policy are required to be reported to the Board or a committee of the Board.

PRINCIPLE 4: SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

Recommendation 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:**

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 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.**



Chilwa does not have a separate Audit & Risk Committee. The Board believes that the Company is of such a size that the full Board of the Company should be involved in overseeing this process.

The Company has a charter which sets out its objectives, composition, responsibilities, functions and powers which are followed by the Board.

The Board's responsibilities include reviewing and evaluating the external audit function, the Company's financial reporting, the internal control system, the assessment of risk and compliance with legislation.

The Board's has the power to communicate directly with the appointed auditor, the right to meet the auditors without management being present and the authority to take independent professional advice as it considers necessary.

The Charter of the Committee has been disclosed on the Company's website.

Recommendation 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 and has received written declarations from the CEO and the CFO under section 295A of the Corporations Act that the Company's financial reports are founded on a sound system of risk management, internal compliance and control, and that the system is operating efficiently and effectively in all material aspects.

Recommendation 4.3

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

Chilwa is a public company registered in Australia, and complies with these matters under the Corporations Act as follows:

- All reports are initially prepared by qualified executives;
- Reports are then subject to a peer review process where a number of executives within the Company participate.
- The Board verify all reports before they are issued.

5: MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 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;

Chilwa has an existing policy on the ASX's continuous disclosure requirements, and this has been published on the Company website.



This policy is supported by internal processes to review information in order to ensure that the Company complies with its continuous disclosure obligations.

Recommendation 5.2

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

Under the Company's Continuous Disclosure Policy (which forms part of the Corporate Governance Plan), all members of the Board will receive material market announcements promptly after they have been made.

Recommendation 5.3

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

Pursuant to the Company's Continuous Disclosure Policy, all substantive investor or analyst presentations will be released on the ASX Markets Announcement Platform ahead of such presentations.

PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS

Recommendation 6.1

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

Chilwa maintains a website that provides information on corporate governance matters, and all ASX announcements including annual reports, financial statements, notices of shareholder meetings and investor presentations.

Recommendation 6.2

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

Chilwa has a Shareholder Communications Policy which covers shareholder communications through the publication of all ASX announcements and research reports on the Company's website, the provision of an email information update service, participation at annual general meetings and direct mail to shareholders.

The policy also covers the processes for the handling of investor, media and broker communications and other shareholder queries.

Recommendation 6.3

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

The existing Shareholder Communications Policy covers this requirement and is implemented by providing sufficient time at general meetings for shareholder questions.



Recommendation 6.4

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

All substantive resolutions at securityholder meetings are and will be decided by a poll rather than a show of hands.

Recommendation 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.

The Company sends notices of general meetings and the link to the annual report electronically to those shareholders who have notified the share registry of their communication preference.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

Recommendation 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.**

Chilwa does not have an Audit & Risk Committee. Given the Company's scale and stage of development the Board believes that these functions should be overseen by the full Board.

The Company has a charter which sets out the objectives, composition, responsibilities, functions and powers associated with such a committee. Responsibilities would include reviewing and evaluating the external audit function, the Company's financial reporting, the internal control system, the assessment of risk and compliance with legislation.

The Company and the Board have the power to communicate directly with the appointed auditor, the right to meet the auditors without management being present and the authority to take independent professional advice as it considers necessary.

The Charter of the Committee has been disclosed on the Company's website.



Recommendation 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 Board has reviewed the Company's risk management framework during the reporting period and is satisfied that the systems and processes are sound.

Recommendation 7.3

A listed entity should disclose:

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

Given the Company's scale and stage of development, the Company does not have a separate internal audit function.

The responsibility for the monitoring of the internal control framework is performed by the Board. The Board considers that the combination of Board oversight and external financial audits is appropriate for a company of this size.

Recommendation 7.4

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

Chilwa may have a potential material exposure to environmental sustainability and social sustainability risks through the mineral sands exploration to be undertaken at its project at Lake Chilwa in Malawi. The Company has employed staff and consultants with the requisite expertise in this area so as to manage these risks.

8: REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 8.1

The board of a listed entity should:

- (a) have a remuneration committee which:
 - 1. has at least three members, a majority of whom are independent directors; and
 - 2. is chaired by an independent director;and disclose:
 - 3. the charter of the committee;
 - 4. the members of the committee; and



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

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

Given the Company's scale and stage of development, the Company does not have a separate Remuneration & Nomination Committee.

The responsibility for the monitoring of the internal control framework is performed by the full Board. The Board considers that Board oversight is appropriate for a company of this size.

The Charter of the Company has been disclosed on the Company's website.

Recommendation 8.2

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

The Company's policies and practices on the remuneration of executives and non-executive directors each year in the Remuneration Report contained in the Directors Report section of the Annual Report.

Recommendation 8.3

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

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

Although Chilwa has a securities trading policy, it does not cover restrictions on transactions which limit the economic risk of participating in an equity-based remuneration scheme.



DISCLOSURE ON COMPANY WEBSITE

In addition to this Statement, the following corporate governance policies can be found on the Company's website at <http://Chilwaminerals.com.au>

- Anti-Bribery Policy
- Audit & Risk Committee Charter
- Code of Conduct
- Continuous Disclosure Policy
- Diversity Policy
- ESG policy
- Remuneration Committee Charter
- Nomination Committee Charter
- Securities Trading Policy
- Shareholder Communication Policy
- Whistle-blower Policy