

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

LEO LITHIUM LTD

ABN/ARBN

70 635 065 068

Financial year ended:

31 December 2023

Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

- These pages of our annual report:
- This URL on our website: <https://leolithium.com/corporate/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 7 June 2024 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.<sup>3</sup>

Date: 14 June 2024

Name of authorised officer authorising lodgement: Ron Chamberlain, Company Secretary

<sup>1</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

<sup>2</sup> Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

<sup>3</sup> Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
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.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: at <a href="https://leolithium.com/corporate/corporate-governance/">https://leolithium.com/corporate/corporate-governance/</a>	
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.	<input checked="" type="checkbox"/>	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	

<sup>4</sup> Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

<sup>5</sup> If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: <a href="https://leolithium.com/corporate/corporate-governance/">https://leolithium.com/corporate/corporate-governance/</a></p> <p>and we have disclosed the information referred to in paragraph 1.5(c)(1), (2) and )(3):</p> <ul style="list-style-type: none"> <li>in our Corporate Governance Statement on page 2</li> </ul>	
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a)</p> <ul style="list-style-type: none"> <li>in our Corporate Governance Statement on page 3.</li> </ul> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process</p> <ul style="list-style-type: none"> <li>in our Corporate Governance Statement on page 3.</li> </ul>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p><a href="https://leolithium.com/corporate/corporate-governance/">https://leolithium.com/corporate/corporate-governance/</a> (Remuneration and Nomination Committee Charter)</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement on page 4</p>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/></p> <p>[If the entity complies with paragraph (a): and we have disclosed a copy of the charter of the committee at: <a href="https://leolithium.com/corporate/corporate-governance/">https://leolithium.com/corporate/corporate-governance/</a> and the information referred to in paragraphs (4) and (5):</p> <ul style="list-style-type: none"> <li>• in our Corporate Governance Statement on page 5; and</li> <li>• on page 25 of the Company's Annual Report.</li> </ul>	
2.2	<p>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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix:</p> <ul style="list-style-type: none"> <li>• in our Corporate Governance Statement on page 19</li> </ul>	
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors:</p> <ul style="list-style-type: none"> <li>• in our Corporate Governance Statement on page 6</li> </ul> <p>and, where applicable, the information referred to in paragraph (b)</p> <ul style="list-style-type: none"> <li>• in our Corporate Governance Statement on page 6</li> </ul> <p>and the length of service of each director at:</p> <ul style="list-style-type: none"> <li>• in our Corporate Governance Statement on pages 6 and 6</li> </ul>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values: <ul style="list-style-type: none"> <li>• in our Corporate Governance Statement on page 8</li> <li>• in the Company's Annual Report on page 17</li> </ul>	
3.2	A listed entity should: <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://leolithium.com/corporate/corporate-governance/">https://leolithium.com/corporate/corporate-governance/</a>	
3.3	A listed entity should: <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://leolithium.com/corporate/corporate-governance/">https://leolithium.com/corporate/corporate-governance/</a>	
3.4	A listed entity should: <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://leolithium.com/corporate/corporate-governance/">https://leolithium.com/corporate/corporate-governance/</a>	

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p>[If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://leolithium.com/corporate/corporate-governance/">https://leolithium.com/corporate/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) :</p> <ul style="list-style-type: none"> <li>• on pages 24 to 24 of the Company's Annual Report; and</li> <li>• on page 25 of the Company's Annual Report.</li> </ul>	
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://leolithium.com/corporate/corporate-governance/">https://leolithium.com/corporate/corporate-governance/</a> (Disclosure Policy)	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://leolithium.com/corporate/corporate-governance/">https://leolithium.com/corporate/corporate-governance/</a>	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at : <a href="https://leolithium.com/corporate/corporate-governance/">https://leolithium.com/corporate/corporate-governance/</a> (Shareholder Communications Policy and Investor Relations Policy)	
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.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	

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<p>7.1 The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p>[If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://leolithium.com/corporate/corporate-governance/">https://leolithium.com/corporate/corporate-governance/</a> and the information referred to in paragraphs (4) and (5):</p> <ul style="list-style-type: none"> <li>• in our Corporate Governance Statement at page 14; and</li> <li>• page 25 of the Company's Annual Report</li> </ul>	
<p>7.2 The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <ul style="list-style-type: none"> <li>• in our Corporate Governance Statement at page 15</li> </ul>	
<p>7.3 A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement at page 15</p>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: <ul style="list-style-type: none"> <li>• pages 16 and 17 of our Corporate Governance Statement</li> </ul> and, if we do, how we manage or intend to manage those risks at: <ul style="list-style-type: none"> <li>• pages 16 and 17 of our Corporate Governance Statement</li> </ul>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/></p> <p>[If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://leolithium.com/corporate/corporate-governance/">https://leolithium.com/corporate/corporate-governance/</a> and the information referred to in paragraphs (4) and (5):</p> <ul style="list-style-type: none"> <li>• in our Corporate Governance Statement on page 18; and</li> <li>• on page 25 of the Company's Annual Report.</li> </ul>	
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <ul style="list-style-type: none"> <li>• page 42 of the Company's Annual Report</li> </ul>	
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: <a href="https://leolithium.com/corporate/corporate-governance/">https://leolithium.com/corporate/corporate-governance/</a></p>	<p><input type="checkbox"/></p>

# CORPORATE GOVERNANCE STATEMENT

LEO LITHIUM LIMITED  
ABN 70 638 065 068 (Company)



This Corporate Governance Statement is current as of 7 June 2024 and has been approved by the Board of the Company on that date and discloses the extent to which the Company will, as at the date it is admitted to the official list of the ASX, follow the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations - 4<sup>th</sup> Edition (**Recommendations**).

The Recommendations are not mandatory, however the Recommendations that have not been followed for any part of the reporting period have been identified and reasons provided for not following them along with what (if any) alternative governance practices were adopted in lieu of the recommendation during that period.

<b>Principle 1: Lay solid foundations for management and oversight</b>		
<p><b>Recommendation 1.1</b></p> <p>(a) A listed entity should have and disclose a board charter which sets out the respective roles and responsibilities of the Board, the Chair and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.</p>	<p>YES</p>	<p>The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management (primarily the Managing Director and senior executives).</p> <p>The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Directors' access to Company records and information, details of the Board's relationship with management and details of the Board's performance evaluation process.</p> <p>A copy of the Company's Board Charter, which is part of the Company's Corporate Governance Plan, is available on the Company's website.</p>
<p><b>Recommendation 1.2</b></p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a Director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.</p>	<p>YES</p>	<p>(a) The Company's Policy and Procedure for the Selection and (Re) Appointment of Directors, addresses both the checks that the Remuneration and Nomination Committee will undertake before recommending that the Board appoint a person as a Director, or put forward a person for election as a Director. Appropriate checks have been made for each Director or senior executive appointed.</p>



		(b) Shareholders will be informed of the names of candidates submitted for election or re-election as directors. So that shareholders can make an informed decision on whether or not to elect or re-elect a candidate as a director, all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director will be provided, as well as other information such as biographical details, material directorships currently held by the candidate, in addition as to whether the board supports the election or re-election of that persons. Further information is set out in the Company's Policy and Procedure for the Selection and (Re) Appointment of Directors, which is disclosed on the Company's website,
<b>Recommendation 1.3</b> A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	YES	The Company has a written agreement with each of its current directors and senior executives setting out the terms of their appointment.
<b>Recommendation 1.4</b> The Company Secretary of a listed entity should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.	YES	The Board Charter outlines the roles, responsibilities and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
<b>Recommendation 1.5</b> 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: (i) the measurable objectives set for that period to achieve gender diversity; (ii) the entity's progress towards achieving those objectives; and (iii) either: (A) the respective proportions of men and women on the Board, in senior	YES	(a) The Company has adopted a Diversity and Inclusion Policy which provides a framework for the Company to establish, achieve and measure diversity objectives, including in respect of gender diversity. The Diversity and Inclusion Policy is available on the Company's website.  (b) Given the Company's stage of development, the number of employees and the nature of the labour market in Mali, the Board considers that it is not practical to set measurable objectives for achieving gender diversity at the workforce level. The Board will continue to evaluate measurable objectives for diversity which encompass a wider range of diversity measures.



<p>executive positions and across the whole workforce (including how the entity has defined “senior executive” for these purposes); or</p> <p>(B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in the Workplace Gender Equality Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>		<p>(c) The respective proportion of women on the Board, in senior executive positions and across the whole organisation as at 31 December 2023 are set out in the following table. “Senior executive” for these purposes means the Managing Director, CFO, COO, Project Director and Executive Manager HR. Lithium du Mali SA (<b>LMSA</b>) is the entity in Mali which operates the Goulamina Lithium Project.</p> <table border="1" data-bbox="1218 475 2018 778"> <thead> <tr> <th>Description</th> <th>Corporate</th> <th>LMSA</th> <th>Group</th> </tr> </thead> <tbody> <tr> <td>Board</td> <td>1 out of 6 (17%)</td> <td>-</td> <td>-</td> </tr> <tr> <td>Senior executive positions</td> <td>1 out of 5 (0%)</td> <td>-</td> <td>-</td> </tr> <tr> <td>Management</td> <td>1 out of 7 (14%)</td> <td>1 out of 11 (9%)</td> <td>2 out of 18 (11%)</td> </tr> </tbody> </table>	Description	Corporate	LMSA	Group	Board	1 out of 6 (17%)	-	-	Senior executive positions	1 out of 5 (0%)	-	-	Management	1 out of 7 (14%)	1 out of 11 (9%)	2 out of 18 (11%)
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<p><b>Recommendation 1.6</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>YES</p>	<p>(a) The Chairman, is responsible for arranging the evaluation of the performance of the Board, its committees and individual Directors on an annual basis. The Chairman may do a review with the aid of an independent advisor and with the assistance of the Remuneration and Nomination Committee.</p> <p>(b) The Board Charter requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. An external Board effectiveness review was conducted in late 2023 to assess the performance of the Board as a whole and its Committees, identifying key strengths and recommendations for improvement. The external adviser conducted interviews with Board members, compiled responses to questionnaires and has provided their report to the Board.</p>																



<p><b>Recommendation 1.7</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	YES	<p>(a) The Remuneration and Nomination Committee Charter sets out the way the Company carries out the evaluation of performance of the Senior Executives.</p> <p>(b) The Company has completed performance evaluations in respect of the senior executives for FY23 in accordance with the applicable processes.</p>
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**Principle 2: Structure the Board to be effective and add value**

<p><b>Recommendation 2.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>YES</p>	<p>(a) The Board has established a Remuneration and Nomination Committee, which has a charter disclosed on the Company's website.</p> <p>(i) The majority of the Committee is independent.</p> <p>(ii) The Chair of the Committee is Rod Baxter, who is independent.</p> <p>(iii) The Charter of the Committee is disclosed on the Company's website, which sets out the role, composition and responsibilities of the Committee.</p> <p>(iv) The Committee is comprised of Rod Baxter, Rick Crabb and Brendan Borg.</p> <p>(v) The individual attendances of Committee members are disclosed in the 2023 Annual Report at page 25.</p> <p>(b) N/A</p>
<p><b>Recommendation 2.2</b></p> <p>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.</p>	<p>YES</p>	<p>The Company has adopted a Board skills matrix as set out in Appendix A, which formed part of a self-assessment of skills and experience considered relevant to the Company. The combined skills and experience currently represented on the Board are set out below in the Board Skills Matrix, the board has assessed that it has extensive direct professional qualifications and expertise within the Board (green) for all items, except financial acumen, risk management and people. The Board has assessed itself as having limited direct professional qualifications and expertise in the areas highlighted in orange. The Board will take this into account when appointing any additional non-executive directors to the Board.</p>



<p><b>Recommendation 2.3</b></p> <p>A listed entity should disclose:</p> <p>(a) the names of the Directors considered by the Board to be independent Directors;</p> <p>(b) if a Director has an interest, position or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendations (4th Edition), but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and</p> <p>(c) the length of service of each Director</p>	<p>YES</p>	<p>(a) The Board considers that Rick Crabb, Brendan Borg, Rod Baxter, Amber Banfield and Alan Rule are independent Directors.</p> <p>The Board Charter sets out guidelines of materiality for the purpose of determining independence of Directors in accordance with the ASX Recommendations and has adopted a definition of independence that is based on that set out in the ASX Recommendations. The Board considers that each of Amber Banfield, Rod Baxter and Brendan Borg is free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence, the independent exercise of the Director's judgement and that each of them is able to fulfil the role of independent Director for the purpose of the ASX Recommendations.</p> <p>(b) Brendan Borg resigned as a Director of Firefinch Limited (<b>Firefinch</b>) prior to the listing of the Company on ASX in June 2022. Firefinch is a substantial holder of Leo Lithium and Mr Borg is a former Director and shareholder of Firefinch. The Board is of the opinion that having transitioned from Firefinch to the Company, Brendan retains his independence status and as stated above, is free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence, the independent exercise of the Director's judgement.</p> <p>(c) Alan Rule was interim chief financial officer of the Company from 8 March 2022 to 8 September 2022. The Board is of the opinion that despite being a former interim executive of the Company, Mr Rule is free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence, the independent exercise of the Director's judgement.</p> <p>(d) The length of service of each of the Directors is as follows:</p> <ul style="list-style-type: none"> <li>(i) Mr Crabb November 2022 to present</li> <li>(ii) Mr Hay - January 2022 to present</li> <li>(iii) Mr Borg - October 2021 to present</li> <li>(iv) Mr Baxter - April 2022 to present</li> <li>(v) Ms Banfield - April 2022 to present</li> </ul>
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		(vi) Mr Rule- January 2023 to present
<p><b>Recommendation 2.4</b></p> <p>A majority of the Board of a listed entity should be independent Directors.</p>	YES	The Company's Board Charter sets out that it is intended where practical, the majority of the Board should be independent. The Board currently comprises a total of six directors. Five of the six directors are considered to be independent, which is a majority.
<p><b>Recommendation 2.5</b></p> <p>The Chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.</p>	YES	The Chair of the Company is Rick Crabb, who is a non-executive Director of the Company, independent and is not the Managing Director of the Company. Simon Hay is the Managing Director of the Company and is responsible for the day to day management of the Company.
<p><b>Recommendation 2.6</b></p> <p>A listed entity should have a program for inducting new Directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as Directors effectively.</p>	YES	<p>The Company has a documented induction program, which is disclosed on the Company's website. The goal of the program is to assist new directors to participate fully and actively in Board decision-making at the earliest opportunity, and to assist senior executives to participate fully and actively in management decision-making at the earliest opportunity.</p> <p>The Remuneration and Nomination Committee, regularly reviews whether the directors as a group have the skills, knowledge and familiarity with the Company and its operating environment required to fulfil their role on the Board effectively using a Board skills matrix. Where any gaps are identified, the Board will consider what training or development should be undertaken to fill those gaps. In particular, the Board will ensure that any director who does not have specialist accounting skills or knowledge has a sufficient understanding of accounting matters to fulfil his or her responsibilities in relation to the Company's financial statements. Directors receive ongoing education on developments in accounting standards.</p>



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

<p><b>Recommendation 3.1</b> A listed entity should articulate and disclose its values.</p>	<p>YES</p>	<p>The four key values of the Company are set out below and were developed in 2022 in conjunction with employees in Australia and Mali.</p> <ul style="list-style-type: none"> <li>(a) Respect;</li> <li>(b) Unity;</li> <li>(c) Honesty; and</li> <li>(d) Excellence.</li> </ul> <p>The values are set out on page 17 of the Annual Report in more detail.</p>
<p><b>Recommendation 3.2</b> A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a code of conduct for its Directors, senior executives and employees; and</li> <li>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.</li> </ul>	<p>YES</p>	<ul style="list-style-type: none"> <li>(a) The Company's Corporate Code of Conduct applies to the Company's Directors, senior executive, employees and contractors.</li> <li>(b) The Company's Corporate Code of Conduct is available on the Company's website. Any material breaches of the Code of Conduct are reported to the Board.</li> </ul>
<p><b>Recommendation 3.3</b> A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a whistleblower policy; and</li> <li>(a) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.</li> </ul>	<p>YES</p>	<p>The Company's Whistleblower Protection Policy is available on the Company's website. Any material breaches of the policy are to be reported to the Board.</p>



<p><b>Recommendation 3.4</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"><li>(a) have and disclose an anti-bribery and corruption policy; and</li><li>(b) ensure that the Board or committee of the Board is informed of any material breaches of that policy.</li></ul>	YES	The Company's Anti-bribery and Corruption policy is available on the Company's website. Any material breaches of the Anti-bribery and Corruption policy are to be reported to the Board.
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**Principle 4: Safeguard the integrity of corporate reports**

<p><b>Recommendation 4.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, who is not the Chair of the Board,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>YES</p>	<p>(a) The Board has established an Audit and Risk Committee, which has a charter disclosed on the Company's website.</p> <p>(i) The majority of the Committee is independent. The Committee is comprised of Alan Rule, Amber Banfield and Rod Baxter.</p> <p>(ii) The Chair of the Committee is Alan Rule, who is independent.</p> <p>(iii) The Charter of the Committee is disclosed on the Company's website, which sets out the role, composition and responsibilities of the Committee.</p> <p>(iv) The relevant qualifications and experience of the members of the Committee is disclosed on pages 23 to 24 of the 2023 Annual Report.</p> <p>(v) The individual attendances of Committee members are disclosed in the 2023 Annual Report on page 25.</p> <p>(b) N/A</p>
<p><b>Recommendation 4.2</b></p> <p>The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>YES</p>	<p>The Company's Audit and Risk Committee Charter requires the Managing Director and CFO (or, if none, the person(s) fulfilling those functions) to review and provide to the Board a sign off on these terms.</p> <p>The Company has obtained a sign off on these terms for its financial statements.</p>
<p><b>Recommendation 4.3</b></p>		<p>The Company confirms that in relation to the quarterly report, periodic reports and information in the Annual Report (not audited or reviewed by an external</p>



A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	YES	auditor), relevant parts of those reports are reviewed by the Managing Directors and his direct reports, as well as relevant members of their teams. This also may include legal or technical review of relevant statements if required.
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**Principle 5: Make timely and balanced disclosure**

<b>Recommendation 5.1</b> A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	YES	The Company has a Disclosure Policy which is available on the Company's website.
<b>Recommendation 5.2</b> A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	YES	Under the Company's Disclosure Policy, all members of the Board receive material market announcements promptly after they have been made to ensure the Board has timely visibility over the information being disclosed to the market.
<b>Recommendation 5.3</b> 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.	YES	The Company lodges all applicable presentation materials on the ASX Market Announcements platform prior to the presentation commencing and presentation materials are placed on the Company's website.



**Principle 6: Respect the rights of security holders**

<p><b>Recommendation 6.1</b> A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>YES</p>	<p>Information about the Company and its governance is available on the Company's website, located at <a href="https://leolithium.com/corporate/corporate-governance/">https://leolithium.com/corporate/corporate-governance/</a></p>
<p><b>Recommendation 6.2</b> A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p>YES</p>	<p>The Company has adopted a shareholder communication and investor relations policy which aims to promote and facilitate effective two-way communication with investors. The policy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website.</p>
<p><b>Recommendation 6.3</b> A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>YES</p>	<p>The Company encourages full participation of Shareholders at its annual general meeting (<b>AGM</b>) each year. Shareholders are encouraged to lodge proxies electronically. The Company's external Auditor will attend the AGM and be available to answer Shareholder questions about the conduct of the audit, and the preparation and content of the Auditor's report. The External Auditor will also be allowed a reasonable opportunity to answer written questions submitted by Shareholders to the auditor in accordance with the Corporations Act.</p>
<p><b>Recommendation 6.4</b> A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	<p>YES</p>	<p>All resolutions at security holder meetings are decided by a poll rather than a show of hands.</p>
<p><b>Recommendation 6.5</b> A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>YES</p>	<p>The Shareholder Communication and Investor Relations Policy gives shareholders the option to receive communications from, and send communications to, the Company and its share registry electronically. Shareholders' queries should be referred to the Company Secretary at first instance.</p>



**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:
  - (i) has at least three members, a majority of whom are independent Directors; and
  - (ii) is chaired by an independent Director, and disclose:
    - (iii) the charter of the committee;
    - (iv) the members of the committee; and
    - (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.

YES

- (a) The Board has established an Audit and Risk Committee, which has a charter disclosed on the Company's website.
  - (i) The majority of the Committee is independent. The Committee is comprised of Alan Rule, Amber Banfield and Rod Baxter.
  - (ii) The Chair of the Committee is Alan Rule, who is independent.
  - (iii) The Charter of the Committee is disclosed on the Company's website, which sets out the role, composition and responsibilities of the Committee.
  - (iv) The relevant qualifications and experience of the members of the Committee is disclosed on pages 23 to 24 of the 2023 Annual Report.
  - (v) The individual attendances of Committee members are disclosed in the 2023 annual report at page 25.
- (b) N/A



<p><b>Recommendation 7.2</b></p> <p>The Board or a committee of the Board should:</p> <p>(a) review the entity’s risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and</p> <p>(b) disclose in relation to each reporting period, whether such a review has taken place.</p>	<p>YES</p>	<p>(a) The Audit and Risk Committee Charter requires that the Audit and Risk Committee should, at least annually, satisfy itself that the Company’s risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.</p> <p>(b) The Audit and Risk Committee completed a review of the Company’s risk management framework in 2023 and formally adopted a Risk Management Policy. The Committee reviewed and commented on a draft Risk Management Standard and draft Risk Register during 2023. Implementation of the risk management framework will continue in 2024, including formal adoption of a Risk Management Standard and review of an updated Risk Register.</p>
<p><b>Recommendation 7.3</b></p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p>YES</p>	<p>(a) The Audit and Risk Committee Charter provides for the Audit and Risk Committee to monitor and periodically review the need for an internal audit function, as well as assess the performance and objectivity of any internal audit procedures that may be in place. There is currently no internal audit function.</p> <p>(b) The Company did not have an internal audit function for the past financial year. The Company continues to review and assess its policies and procedures to ensure effective internal control processes and risk management controls as part of the annual audit. In the absence of an Audit and Risk Committee, the Board will consider the engagement of an independent audit assurance provider to provide reports should it choose to do so.</p>



<b>Recommendation 7.4</b>		<b>Risk</b>	<b>Management of risk</b>
<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>YES</p>	<p><b>Climate and ESG Reporting</b></p> <p>The Company may be subject to, or required to comply with, extensive reporting requirements under climate and environmental, social and governance standards.</p> <p>While compliance with climate-related disclosure recommendations, such as those contained in the Taskforce for Climate-related Financial Disclosures (TCFD), is not mandatory for Australian companies, other jurisdictions and global regulators (including the United States Securities and Exchange Commission) have indicated that disclosure standards similar to the TCFD may be mandatory for market participants in the future. While the Board considers corporate governance and the management of climate risk to be important to the effective operations of the Company, there is no guarantee that the Company will be able to comply with these reporting and disclosure standards if they are made mandatory. This may affect the Company's ability to raise capital or conduct business with entities in certain jurisdictions. In those circumstances, the financial</p>	<p>We understand that our stakeholders expect us to operate in a responsible manner, that respects all people and the environment.</p> <p>The Company as a standalone entity is committed to a sustainability journey and developing reporting frameworks to provide relevant information to stakeholders.</p> <p>The Company engages qualified consultants and advisers to maintain its social licence to operate in Mali, The Company strives to conduct its operations and activities to the required standard and in compliance with all applicable laws and regulations.</p>



		<p>position and performance of the Company may be adversely affected.</p> <p>In November 2023, the Company established a Sustainability Committee to consider reporting requirements and where necessary to engage external advice in relation to ESG reporting.</p>		
		<p><b>Political and security instability in Mali</b></p> <p>Leo Lithium’s properties in Mali may be subject to the effects of political changes, war and civil conflict, changes in government policy, lack of law enforcement, labour unrest and the creation of new laws. These changes (which may include new or modified taxes or other government levies as well as other legislation) may impact the profitability and viability of its projects. The effect of unrest and instability on political, social or economic conditions in Mali could result in the impairment of exploration, development and mining operations. Any such changes are beyond the control of Leo Lithium and may adversely affect its business.</p>	<p>Factors such as the political and economic risks outlined opposite are out of the Company’s control. However, the Company manages this risk by engaging with and maintaining open dialogue with all relevant Malian government agencies and other relevant stakeholders.</p>	



**Principle 8: Remunerate fairly and responsibly**

<p><b>Recommendation 8.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>YES</p>	<p>(a) The Board has established a Remuneration and Nomination Committee, which has a charter disclosed on the Company's website.</p> <p>(i) The majority of the Committee is independent.</p> <p>(ii) The Chair of the Committee is Rod Baxter, who is independent.</p> <p>(iii) The Charter of the Committee is disclosed on the Company's website, which sets out the role, composition and responsibilities of the Committee.</p> <p>(iv) The Committee is comprised of Rod Baxter, Brendan Borg and Rick Crabb.</p> <p>(v) The individual attendances of Committee members are disclosed in the 2023 Annual Report.</p> <p>(b) N/A</p>
<p><b>Recommendation 8.2</b></p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.</p>	<p>YES</p>	<p>The Company's policies and practices regarding the remuneration of directors and senior executives is disclosed in the remuneration report contained in the Company's Annual Report. as well as being disclosed on the Company's website.</p>
<p><b>Recommendation 8.3</b></p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>YES</p>	<p>(a) The Company has an Awards Plan which has been adopted during the past financial year. The Plan does not permit participants to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.</p> <p>(b) A Copy of the Incentive Awards Plan is available on the Company's website.</p>



## APPENDIX A - BOARD SKILLS MATRIX

<b>Skill</b>	<b>Description</b>	<b>Board Competency</b>
<b>Leadership</b>	Senior executive level/CEO level in a listed company.	Excellence
<b>Strategy</b>	Corporate planning, including identifying and analysing strategic opportunities, developing, implementing and delivering strategic objectives and monitoring performance against strategic objectives.	Excellence
<b>Financial Acumen</b>	Accounting or related financial management, understanding of financial statements and reporting. Audit and Risk Committee membership.	Relevant Experience
<b>Sustainability</b>	Manage the impact of operations on the environment and community, and expertise in community and stakeholder relations, public reporting. CSR/ESG Committee membership	Relevant Experience
<b>Risk Management</b>	Identification, monitoring and management of material financial and non-financial risks and understanding, implementation and oversight of risk management frameworks and controls. Audit and Risk Committee membership.	Relevant Experience
<b>People</b>	Management of creating and sustaining an optimal organisational culture, employee engagement, retention and reward strategies. Remuneration Committee membership.	Relevant Experience
<b>Mining and Technical</b>	Senior mining executive experience in discovery, acquisition, development, operations, marketing, project development, capital projects and infrastructure.	Excellence
<b>Corporate Governance</b>	Corporate governance and experience as a director or senior executive in a listed company. Management and oversight of compliance with legal and regulatory requirements.	Excellence
<b>Capital Markets and Investor Relations</b>	Shareholder and investor relationships, national and international markets, capital raising and debt financing.	Excellence
<b>International Operations</b>	International operations, particularly Africa. Jurisdictions across different political, cultural, regulatory and business environments.	Excellence
<b>Major Transactions</b>	Mergers, acquisitions and de-mergers.	Excellence