

Barton Gold

CORPORATE GOVERNANCE STATEMENT

Barton Gold Holdings Limited (**Barton Gold** or the **Company**) is committed to the highest standards of corporate governance and accountability in order to protect and enhance the interests of the Company and its shareholders. With these objectives in mind, the Board of directors of the Company (**Board**) has created a corporate governance framework that adopts relevant internal controls, risk management processes and corporate governance practices that are designed to promote the responsible management and conduct of the Company.

This corporate governance statement sets out the Company's current compliance with the 4th edition of the ASX Corporate Governance Principles and Recommendations (**ASX Recommendations**), and the extent to which the Company follows the ASX Recommendations. The corporate governance statement has been approved by the Board and is current as at 23 September 2024.

The Company notes the 'if not, why not' disclosure-based approach to governance adopted by the ASX Recommendations and that the ASX recommendations are not mandatory, but a guideline. Where the Company has not followed a particular ASX Recommendation, the Company has identified this and the reasons for not following, along with what (if any) alternate governance practices the Company adopted in lieu of the particular ASX recommendation.

Copies of the Company's key corporate governance policies and the charters of the Board and each of its committees are available at the Corporate Governance section of the Company website www.bartongold.com.au/governance.

No.	ASX Recommendation	Comply	Explanation
1. Lay solid foundation 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 board and management; and	Yes	<p>The Board has adopted a written board charter setting out the primary responsibilities of the Board and management. The Board's responsibilities include, but are not limited to the following:</p> <ul style="list-style-type: none"> • approving and monitoring the Company's strategy, budget, remuneration, and financial performance objectives; • overseeing and monitoring systems of risk management, operational risk policies and procedures (including policies relating to health, safety, and injury management), internal control, and legal compliance; • selecting, appointing, and evaluating from time to time the performance of, determining the remuneration of, and planning the succession of, the Board, its Committees, and individual directors, CEO and CFO; • approving the Company's annual budget and major capital expenditure, acquisitions, and incentive plans and overseeing capital management; • approving financial reports, profit forecasts, and other reports required by law or under ASX Listing Rules to be adopted by the Board; and • developing and reviewing the Company's corporate governance policies and culture with respect to the establishment and observance of appropriate ethical standards.
	(b) those matters expressly reserved to the board and those delegated to management.	Yes	<p>Pursuant to the Board Charter, the following matters are specifically reserved for the Board:</p> <ul style="list-style-type: none"> • appointment and removal of the Chair; • appointment and removal of CEO and Managing Director; • appointment and removal of CFO; • appointment of directors to fill a vacancy or as an additional director; • establishment of Board committees, their membership, and delegated authorities;

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			<ul style="list-style-type: none"> • approval of dividends; • approval of acquisitions and divestitures in excess of authority levels delegated to management; • calling of meetings to shareholders; • the amount, nature and term of the Company's debt facilities; • any matters in excess of any discretions that the Board may have delegated to the CEO and Managing Director or senior executives; and • any other specific matters nominated by the Board from time to time. <p>Pursuant to the Board Charter, the Managing Director, with management, is responsible for implementing the Company's strategy and achieving the Company's business performance and financial objectives, and for carrying out the day-to-day management and control of the Company's affairs. The Managing Director and Senior Executives must operate in accordance with the Board's approved policies and delegated limits of authority, as described in the Company's delegations framework.</p> <p>A copy of the Board Charter is available on the Company's website.</p>
1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting forward a person 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>Yes</p>	<p>The Company has established a Nomination and Remuneration Committee which assists the Board in identifying and electing Directors. The Committee ensures that background checks on the person's character, experience, education, criminal record, and bankruptcy history are undertaken when assessing whether someone is qualified to be a Board member.</p> <p>The Company provides shareholders with all material information in its possession when appointing or recommending Directors for election, including any material adverse information revealed by these checks prior to the general meeting at which they can be elected.</p>
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	All Directors and senior executives enter into service agreements with the Company which set out the terms of their appointment, prior to their engagement with the Company.

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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.	Yes	<p>The Company Secretary is accountable to the Board on all matters to do with the proper functioning of the Board.</p> <p>The Company Secretary is responsible for the coordination of all Board and Committee business, including agendas, papers, minutes, communication with independent advisers and to develop and maintain the information systems and processes that are appropriate for the Board to fulfill its role.</p>
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy; and</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 achieving gender diversity;</p> <p>(2) the Company's progress towards achieving those objectives; and</p>	<p>Yes</p> <p>No</p> <p>Yes</p>	<p>The Company has adopted a Diversity Policy, available on its website.</p> <p>In accordance with the Diversity Policy, the Company aims to achieve greater gender diversity and diversity by other measures including, but not limited to, age, sexual orientation, and cultural diversity.</p> <p>Given the current nature and scale of the Company's activities and the resultant small size of the Company's workforce, the Board has determined that it is not presently practicable to set measurable objectives for achieving gender diversity.</p> <p>The Board will regularly consider the establishment of objectives for achieving gender diversity as the Company develops.</p> <p>The Company will disclose at the end of each reporting period the respective proportion of women and men on the Board, in senior executive positions and across the Company.</p> <p>At the date of this Corporate Governance Statement, the Board comprises no female directors and 4 male directors (including the Managing Director). The Company's CFO and contracted Company Secretarial roles are undertaken by females.</p>

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	<p>(3) either:</p> <p>(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 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</p>		<p>The Board will continue to consider diversity (amongst other factors) in future appointments to the Board and to senior executive positions.</p>

No.	ASX Recommendation	Comply	Explanation
	in and published under that Act.		
1.6	<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 in relation to each reporting period whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Yes</p> <p>Yes</p>	<p>The Board will evaluate annually the performance of the Board, each Director, and each Board Committee. The Board undertook a performance evaluation in respect of the Board, its committees, and individual Directors during the financial year in accordance with the above process.</p> <p>The Board will consider the outcome of the evaluation of those Directors who are seeking election or re-election at an annual general meeting in considering whether to recommend those Directors for election or re-election.</p> <p>Evaluations are undertaken against set criteria and have regard to the collective nature of directors' work and the operation of the governance processes established in this document, and where appropriate seek to identify areas where performance could be improved. The evaluation process for FY24 was undertaken internally. Where the Board considers it appropriate, third-party advisers may be engaged to provide assistance.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of the senior executives; and</p> <p>(b) disclose in relation to 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>Yes</p>	<p>The Board, through the Nomination and Remuneration Committee, oversees the processes for the performance evaluation of the Managing Director and senior executives reporting to the Managing Director and reviews the results of that performance evaluation process. The review processes each executive's Key Performance Indicators against performance and targets set in the previous period and sets new targets.</p> <p>The Company undertook a formal performance evaluation of the Managing Director in accordance with its process during the reporting period. A formal performance evaluation process was also undertaken for the Company's senior executives.</p>

No.	ASX Recommendation	Comply	Explanation
2. Structure the Board to be effective and add value			
2.1	<p>The Board 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) members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>The Company has established a Nomination and Remuneration Committee, which as at the date of this Corporate Governance Statement consists of three members, the majority of whom are independent, including the chair of the committee.</p> <p>A copy of the Nomination and Remuneration Committee Charter is available on the Company's website.</p> <p>During FY24 and to the date of this Corporate Governance Statement, the Nomination and Remuneration Committee comprised of the following members:</p> <p>(a) Christian Paech (Chair);</p> <p>(b) Ken Williams; and</p> <p>(c) Graham Arvidson (appointed on 11 August 2023)</p> <p>On 11 August 2023, Mr Graham Arvidson was appointed as a member of the Nomination and Remuneration Committee to fulfill the vacant position left by former director, Mr Neil Rose following his retirement on 30 June 2023.</p> <p>Details of attendance at Committee meetings and the number of meetings held during the period are disclosed on page 12 of the 2024 Annual Report.</p>

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	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.	N/A	
2.2	The Company should have and disclose a Board skills matrix and diversity that the Board currently has or is looking to achieve.	Yes	The Company has developed a Board Skills Matrix to ensure that it has a mix of skills, experience, and diversity appropriate to enable the Board as a whole to discharge its functions. The mix of key skills and diversity that the Board has identified as appropriate to its current membership are corporate leadership and resources experience, industry experience, international experience, finance, strategy, financial literacy, industry experience, technical qualifications and environmental, social and governance skills.
2.3	A listed entity should disclose: (a) the names of directors considered to be independent directors;	Yes	<p>The names of independent directors and the length of service for each director disclosed on pages 10 to 12 of the 2024 Annual Report.</p> <p>The Board has assessed the independence of directors against the criteria set out in the ASX Corporate Governance Principles and Recommendations and has determined that three of four directors are independent, as at the date of this Corporate Governance Statement.</p> <p>Messrs Ken Williams, Graham Arvidson, and Christian Paech are considered independent.</p> <p>Mr Alexander Scanlon is not considered independent due to his executive role in</p>

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	<p>(b) if a director has an interest, position, association or relationship as described in Box 2.3 of guidance to Principle 2, 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</p> <p>(c) the length of service of each director.</p>	<p>N/A</p> <p>Yes</p>	<p>the Company and because he is a director of a significant shareholder of the Company and is an eligible beneficiary of a discretionary trust which owns the shareholder entity.</p> <p>The length of service of each director is disclosed in the Annual Report.</p>
2.4	A majority of the Board should be independent directors.	Yes	<p>The Board has considered the guidance to Principle 2: <i>Structure the Board to be Effective and Add Value</i> within the ASX Recommendations and in particular, Box 2.3, which contains a list of "relationships affecting independent status."</p> <p>During FY24, the Board was comprised of three Non-Executive Directors, and the CEO and Managing Director:</p> <p>(a) Alexander Scanlon, CEO and Managing Director;</p> <p>(b) Ken Williams, Independent Non-Executive Chair;</p> <p>(c) Graham Arvidson, Independent Non-Executive Director; and</p> <p>(d) Christian Paech, Independent Non-Executive Director.</p> <p>The Board considers each of Messrs Williams, Arvidson and Paech to be independent.</p> <p>Each of Messrs Williams, Arvidson and Paech is considered to be free from any interest, position, association or relationship that might influence, or reasonably</p>

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			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 Recommendation.
2.5	The chair of the Board should be an independent director and should not be the same person as the CEO.	Yes	Mr Ken Williams is Non-Executive Chairman and is considered to be independent. The CEO and Managing Director is Mr Alexander Scanlon.
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.	Yes	The Nomination and Remuneration Committee has oversight over the induction of directors. All Directors are encouraged to undergo continual professional development. New Directors will be provided with an induction program to assist them in becoming familiar with the Company, its managers, and its business following their appointment. Directors may, with the approval of the Chairman, undertake appropriate professional development opportunities (at the expense of the Company) to maintain the skills and knowledge needed to perform their role.
3. Instil a culture of acting lawfully, ethically and responsibly			
3.1	A listed entity should articulate and disclose its values.	Yes	The Company has outlined its values in its Code of Conduct, available on the Company's website.
3.2	A listed entity should:	Yes	The Company has adopted a formal Code of Conduct, which can be accessed at the Company's website.
	(a) have and disclose a conduct 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 the code.	Yes	The Code of Conduct requires any breach of the code to be reported to the Board.
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and	Yes	The Company has adopted a Whistleblower Protection Policy, which can be accessed at the Company's website.

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	(b) ensure that the Board, or a committee of the Board, is informed of any material incidents reported under that policy.	Yes	<p>The Whistleblower Protection Policy encourages the reporting of any suspected fraud or corrupt conduct or any other form of inappropriate behaviour (reportable conduct). While this would generally be through the normal channels of line management, there may be times when an employee or contractor believes it is inappropriate or difficult for matters to be reported through these channels. The Whistleblower Protection Policy provides other avenues for employees or contractors to express their concerns in order to protect their identity.</p> <p>The Board, or a committee of the Board will be informed of any material incidents reported under the Whistleblower Protection Policy.</p>
3.4	<p>A listed entity should:</p> <p>(a) have and disclose an Anti-Bribery and Corruption Policy; and</p> <p>(b) ensure that the Board, or a committee of the Board, is informed of any material breaches of the policy.</p>	Yes	<p>In accordance with the ASX guidance to Recommendation 3.4, the Company's Code of Conduct contains the Company's Anti-Bribery and Corruption Policy.</p> <p>The Board, or a committee of the Board will be informed of any material breaches of the Company's Code of Conduct, which contains the Company's Anti-Bribery and Corruption Policy.</p>
4. Safeguard the integrity of corporate reports			
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</p>	<p>Yes</p> <p>Yes</p>	<p>The Board has established an Audit and Risk Committee currently consisting of three Non-Executive Directors, all of whom are independent. The Committee assists the Board in ensuring the integrity of the Company's financial reporting, the effectiveness of the Company's systems of financial risk management and internal control and monitoring the Company's external audit functions.</p> <p>During FY24 and to the date of this Corporate Governance Statement, the Audit and Risk Committee was comprised of the following members:</p> <p>(a) Graham Arvidson (Chair);</p> <p>(b) Christian Paech; and</p>

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	whom are independent directors; and		(c) Ken Williams (appointed 11 August 2023).
	(2) is chaired by an independent director, who is not a chair of the board, And disclose,	Yes	The Committee is chaired by Mr Graham Arvidson, who is an independent director and not chair of the Board. Mr Ken Williams was appointed as a member of the Committee on 11 August 2023 to fulfill the vacant position left by former director, Mr Neil Rose following his retirement on 30 June 2023.
	(3) the charter of the committee;	Yes	A copy of the Audit and Risk Committee Charter is available on the Company's website.
	(4) the relevant qualifications and experience of the members of the committee; and	Yes	The relevant qualifications and experience of the members of the Committee are disclosed on pages 10 to 12 of the Company's 2024 Annual Report.
	(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	Yes	The number of Audit and Risk Committee meetings held during the period is disclosed on page 12 of the Company's 2024 Annual Report.
	(b) if it does not have an audit committee, disclose that fact and the processes it employees that independently verify and safeguard the integrity of its corporate reporting,	N/A	

No.	ASX Recommendation	Comply	Explanation
	including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.		
4.2	Before approving the financial statements for a financial period, the Board should receive from the Chief Executive Officer and the Chief Financial Officer a declaration that, in their opinion, the financial records have been properly maintained and that the financial statements comply with appropriate accounting standards and give a true and fair view of the financial position and performance of the company and that the opinion has been formed on the basis a sound system of risk management and internal control which is operating effectively.	Yes	In accordance with the Audit and Risk Committee Charter, before approving financial statements, the Board will receive appropriate declarations from the Chief Executive Officer and the Chief Financial Officer that, in their opinion, the financial records have been properly maintained and that the financial statements comply with appropriate accounting standards and give a true and fair view of the financial position and performance of the company and that the opinion has been formed on the basis a sound system of risk management and internal control which is operating effectively.
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.	Yes	The verification and approval process of periodic corporate reports released to the market by the Company is covered in the Company's Board Charter, Continuous Disclosure Policy, and Shareholder Communications Policy. The full Board is responsible for reviewing and recommending for approval to the Board any periodic corporate reports released to the market containing financial information that is not audited or reviewed by an external auditor.
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 listing rule 3.1.	Yes	The Company has adopted a Continuous Disclosure Policy to promote awareness within the Company of its continuous disclosure obligations and to document the process by which the Company provides timely and accurate information to

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			<p>keep the market fully informed of any matters which may have a material effect on the price or value of the Company's securities.</p> <p>The policy also sets out procedures for dealing with external communications that seek to ensure, among other things, that market-sensitive information is first disclosed to ASX before being communicated to third parties.</p> <p>A copy of the Company's Disclosure Policy is available on the Company's website.</p>
5.2	A listed entity should ensure that the Board receives copies of all material market announcements promptly after they have been made.	Yes	<p>The Company's Continuous Disclosure Policy governs the release of information to the market, including Board approval and receipt of ASX releases.</p> <p>The Company will not release any information lodged with ASX under the Company's general and continuous disclosure obligations on the Company's website until formal confirmation from ASX that it has been released.</p>
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 Announcement Platform ahead of the presentation.	Yes	The Company's Communications and Continuous Disclosure Policy provides for the release of presentation materials to the ASX ahead of the presentation.
6. Respect the rights of security holders			
6.1	Provide information about itself and its governance to investors via its website.	Yes	<p>The Company provides information about itself and its governance to its investors on the Company's website.</p> <p>The Company will regularly update the website and contents therein as deemed necessary.</p>
6.2	Establish an investor relations program to facilitate effective two-way communication with investors.	Yes	<p>The Company has adopted a Communications Policy which facilitates two-way communication and ensures the Company provides timely and accurate information equally to all Shareholders and market participants.</p> <p>The Communications Policy outline that information will be communicated to shareholders through a range of forums and publications including:</p> <ul style="list-style-type: none"> • AGM and other general meetings; • Investor presentations and other public presentations;

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			<ul style="list-style-type: none"> Media and ASX market announcements; Annual reports including annual and half-year financial results; and Website. <p>A copy of the Communications Policy is available on the Company's website.</p>
6.3	Disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	<p>The Company seeks to maximise Shareholders' ability to participate in the general meeting process by:</p> <ul style="list-style-type: none"> making Directors of the Company, members of the management team, and the external auditor available to shareholders at the meeting; allowing shareholders in attendance a reasonable opportunity to ask questions regarding the items of business, including questions to the external auditor regarding the conduct of the audit and the preparation and content of the auditor's report; providing shareholders who are unable to attend the meeting with an opportunity to submit questions in advance of the meeting; and allowing shareholders to lodge proxies electronically.
6.4	All substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Company conducted voting on all resolutions by way of a poll, at the 2023 Annual General Meeting and intends to continue the practice at the 2024 Annual General Meeting.
6.5	Security holders should have the option to receive communications from, and send communications to, the company and its security registry electronically.	Yes	<p>Technology has allowed the Company to more effectively communicate with its stakeholders. Accordingly, the Company has put in place arrangements such that:</p> <ul style="list-style-type: none"> shareholders have the option to receive and send communications electronically; the Company's email system allows team members and stakeholders to communicate simply and easily with management and our wider team; and shareholders can elect to receive the Company's Annual Report electronically or in hard copy through the mail.

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7. Recognise and manage risk			
7.1	<p>The Board should:</p> <p>(a) have a committee(s) to oversee risk, each of which:</p> <p>(1) have 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; and</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</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>The Board has established an Audit and Risk Committee currently consisting of three Non-Executive Directors, all of whom are independent. The Committee assists the Board in ensuring the integrity of the Company's financial reporting, the effectiveness of the Company's systems of financial risk management and internal control and monitoring the Company's external audit functions.</p> <p>During FY24 and to the date of this Corporate Governance Statement, the Audit and Risk Committee was comprised of the following members:</p> <p>(a) Graham Arvidson (Chair);</p> <p>(b) Christian Paech; and</p> <p>(c) Ken Williams (appointed 11 August 2023).</p> <p>The Committee is chaired by Mr Graham Arvidson, who is an independent director and not chair of the Board.</p> <p>Mr Ken Williams was appointed as a member of the Committee on 11 August 2023 to fulfill the vacant position left by former director Mr Neil Rose following his retirement on 30 June 2023.</p> <p>A copy of the Audit and Risk Committee Charter is available on the Company's website.</p> <p>The relevant qualifications and experience of the members of the Committee are disclosed on pages 10 to 12 of the Company's 2024 Annual Report.</p> <p>The number of Audit and Risk Committee meetings held during the period is disclosed on page 12 of the Company's 2024 Annual Report.</p>

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	<p>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>	N/A	
7.2	<p>The Board or a committee of the Board should:</p> <p>(a) review the 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>Yes</p>	<p>In accordance with the Company's Board Charter, the Board is responsible for overseeing the establishment of systems of risk management by approving risk management policies, operational risk policies and procedures (Including policies relating to health, safety and injury management) and systems of internal controls and monitoring the Company's systems of risk management, operational risk policies, and internal controls. The review of the Company's risk management framework has been delegated to and is therefore the responsibility of the Audit and Risk Committee.</p> <p>The Company's risk management framework sets out the guidelines for Management who have responsibility for implementation and monitoring compliance with risk management policies. The Board undertakes a continuous review of the risk management.</p>
7.3	Disclose whether or not the Company has an internal audit function and if not, the processes employed for evaluating and continually improving effectiveness of its risk management and internal control.	Yes	<p>The Company does not currently have an internal audit function given the size and stage of its business. However, as set out in the Audit and Risk Committee Charter, the Audit and Risk Committee has the responsibility to ensure that the Company has appropriate internal audit systems and controls in place, and for overseeing the effectiveness of those systems and controls.</p> <p>The Audit and Risk Committee is also responsible for preparing a risk profile that describes the material risks facing the Company, for regularly reviewing and</p>

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			updating this risk profile, and for assessing and ensuring that there are internal controls in place for determining and managing key risks.
7.4	The Company 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.	Yes	<p>The Company has reported a non-exhaustive list of general, mining, and Company specific risks from page 64 of the 2024 Annual Report.</p> <p>The Company reported no material exposure to environmental or social risks in its 2024 Annual Report.</p>
8. Remunerate fairly and responsibly			
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>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>The Company has established a Nomination and Remuneration Committee, which consists of three members, the majority of whom are independent, including the chair of the committee.</p> <p>A copy of the Nomination and Remuneration Committee Charter is available on the Company's website.</p> <p>During the reporting period, the Nomination and Remuneration Committee comprised of the following members:</p> <p>(a) Christian Paech (Chair);</p> <p>(b) Ken Williams; and</p> <p>(c) Graham Arvidson (appointed on 11 August 2023).</p> <p>On 11 August 2023, Mr Graham Arvidson was appointed as a member of the Nomination and Remuneration Committee to fulfill the vacant position left by former director, Mr Neil Rose following his retirement on 30 June 2023.</p>

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	<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>Yes</p> <p>Yes</p>	<p>Details of attendance at Committee meetings and the number of meetings held during the period are disclosed on page 12 of the 2024 Annual Report.</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of Non-Executive Directors and that of Executive Directors and senior executives.	Yes	The structure of non-executive Directors' remuneration is clearly distinguished from that of Executive Directors and Senior Executives and is disclosed in the Remuneration Report, commencing on page 12 of the Company's 2024 Annual Report.
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 which limit the economic risk of participating in the scheme</p>	Yes	The Company has a Securities Trading Policy which prohibits directors, officers, and employees from entering into transactions or arrangements which limit the economic risk of their security holding in the Company.

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	and; (b) disclose the policy or a summary of the policy.	Yes	The Securities Trading Policy can be accessed on the Company's website.