Grand Gulf Energy Limited ACN 073 653 175

Corporate Governance Statement

Pursuant to ASX listing rule 4.10.3 the corporate governance statement is current as at 27 September 2024 and was approved by the board 24 September 2024.

This Corporate Governance Statement discloses the extent to which the Company follows the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations 4th Edition (Recommendations). The Recommendations are not mandatory, however the Recommendations that have not been followed have been identified and reasons for not following them, along with what (if any) alternative governance practices have been adopted in lieu of the Recommendation.

ASX Principle and Recommendation Principle

Compliance Commentary

Principle 1: Lay solid foundations for management and oversight

Recommendation 1.1

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

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

Yes

The Board has adopted a Board Charter which discloses the roles and responsibilities of the Board and senior management.

Under the Board Charter, the Board is responsible for the overall operation and stewardship of Grand Gulf and, in particular, for the long-term growth and profitability of Grand Gulf, the strategies, policies and financial objectives of Grand Gulf and for monitoring the implementation of those policies, strategies and financial objectives.

A copy of Grand Gulf's Board Charter is available on the Company's website: www.grandgulfenergy.com.

Recommendation 1.2

A listed entity should:

- undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and
- provide security holders with all material information in its possession relevant to a decision on whether or not to elect or reelect a director.

Yes

Grand Gulf will conduct specific checks of candidates prior to their appointment or nomination for election by Shareholders. This includes good fame and character requirements for Directors, the Managing Director (chief executive officer) (CEO) and the Chief Financial Officer (CFO) in accordance with Listing Rule 1.1 condition 20.

Grand Gulf will include in its notices of meeting a brief biography of each Director who stands for election or re-election.

The biography will set out the relevant qualifications and professional experience of the nominated Director for consideration by Shareholders. This information will also be included in the Annual Report and on Grand Gulf's website: www.grandgulfenergy.com.

Recommendation 1.3

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

Yes

Grand Gulf engages or employs its Directors' and other senior executives under written agreements setting out key terms and otherwise governing their engagement or employment by Grand Gulf.

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		The Managing Director is employed pursuant to a written employment agreement with Grand Gulf and each Non-Executive Director is engaged under a letter of appointment.
Recommendation 1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Company Secretary reports directly and is accountable to the Board in relation to all governance matters. The Company Secretary advises and supports the Board members on general governance matters, implements adopted governance procedures and coordinates circulation of meeting agendas and papers.
Recommendation 1.5 A listed entity should: have and disclose a diversity policy; 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 disclose in relation to each reporting period: the measurable objectives set for that period to achieve gender diversity; the entity's progress towards achieving those objectives; and either: i. 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 ii. if the entity is a "relevant"	Yes	The Board has adopted a Diversity Policy, which is designed to further Grand Gulf's commitment to supporting and further developing its diversity through attracting, recruiting, engaging and retaining diverse talent and aligning Grand Gulf's culture and management systems with this commitment. Grand Gulf sets measurable objectives for achieving gender diversity. The Diversity Policy is available on the Company's website: www.grandgulfenergy.com. Currently there are no employees. The board of three has no women members. The Board continuously reviews the existing skills base and where a need arises, a placement will be undertaken on merit.
employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.		the Workplace Gender Equality Act.
Recommendation 1.6	Yes	The performance of the Board is evaluated on an ongoing basis to ensure alignment with
A listed entity should:		Grand Gulf's corporate objectives.
 have and disclose a process for periodically evaluating the performance of the board, its 		In particular, the evaluation of the Board is overseen by the Chairman on an informal but

	X Principle and commendation	Compliance	Commentary
	committees and individual directors; and		periodic basis. The review process for committees is undertaken by way of feedback
•	disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.		from the Board.
Re	commendation 1.7	Yes	The performance of senior executives is
ΑI	sted entity should:		evaluated on an ongoing basis to ensure alignment with Grand Gulf's corporate
•	have and disclose a process for evaluating the performance of its		objectives. Currently there are no Senior Executives.
	senior executives at least once every reporting period; and		In particular, the evaluation of senior executives is conducted by reference to
•	disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.		agreed key performance indicators which are agreed at the start of each year and formally reviewed at the end of the relevant year.
	Principle 2: Structure	e the board to	be effective and add value
Re	commendation 2.1	No	The full Board of Grand Gulf forms the
Th	e board of a listed entity should		Nomination Committee which is responsible for assisting the Board in ensuring that the
•	have a nomination committee which:		Board and its committee comprise of individuals who are best able to discharge
	 has at least three members, a majority of whom are independent directors; and 		their responsibilities, with regard to the la and the highest standard of governance.
	 is chaired by an independent director, 	approved by the Board and is av	The Nomination Committee Charter has been approved by the Board and is available on the
	and disclose:		Company's website: www.grandgulfenergy.com.
	o the charter of the committee;		
	 the members of the committee; and 		
	 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 		
•	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		

ASX Principle and Recommendation	Compliance	Commentary
enable it to discharge its duties and responsibilities effectively.		
Recommendation 2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	No	Grand Gulf does not have a Board Skills Matrix. Relevant skills, qualifications and experience are detailed in the Annual Report.
Recommendation 2.3 A listed entity should disclose: the names of the directors considered by the board to be independent directors; if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and the length of service of each director.	Yes	Disclosure of the names of Directors considered by the Board to be independent will be provided in the annual report. The current independent Directors are: Keith Martins, Non-Executive Chairman Fergus Kiley, Non-Executive Director. Details of the Directors' interests, positions, associations and relationships are disclosed in the Company's Annual Report.
Recommendation 2.4 A majority of the board of a listed entity should be independent directors.	Yes	The Board is comprised of a majority of independent Directors. The number of independent directors is adequate for size and stage of life of the Company.
Recommendation 2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Yes	The Chairman, Keith Martens is considered to be independent. Keith Martens is not the CEO.
Recommendation 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	Grand Gulf has a process to induct and educate new Directors about the nature of Grand Gulf's business, current issues, the corporate strategy and the expectations of the Company concerning the performance of Directors. Directors may visit all operations and meet with management to gain a better understanding of the business. Directors are given access to continuing education opportunities to update and enhance their skills and knowledge.

ASX	Principle	and
Reco	mmenda	tion

Compliance Commentary

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

Recommendation 3.1

A listed entity should articulate and disclose its values.

No

Grand Gulf is committed to instilling and continually reinforcing a culture across the organisation of acting lawfully, ethically and responsibly. This is encapsulated in Grand Gulf's "Code of Conduct", which applies to Directors and the employees of Grand Gulf and where relevant and to the extent possible, consultants, secondees and contractors of Grand Gulf.

The Company's "Code of Conduct" is available on its website: www.grandgulfenergy.com but a Values Statement is yet to be adopted.

Recommendation 3.2

A listed entity should:

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

Yes

Grand Gulf has established a Code of Conduct which sets out the standards with which the Directors and employees of Grand Gulf and where relevant and to the extent possible, consultants, secondees and contractors of Grand Gulf, are expected to comply in relation to the affairs of Grand Gulf's business.

In accordance with Grand Gulf's Board Charter, any and all material or suspected breaches of the Code of Conduct Policy will be reported to the Board or a relevant committee of the Board upon identification.

Recommendation 3.3

A listed entity should:

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

Yes

Grand Gulf has a Whistleblower Policy. The Whistleblower Policy is available on its website: www.grandgulfenergy.com.

In accordance with Grand Gulf's Board Charter, any and all material or suspected breaches of the Whistleblower Policy will be reported to the Board or a relevant committee of the Board upon identification.

Recommendation 3.4

A listed entity should:

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

No

Grand Gulf has not yet adopted an Antibribery and Corruption Policy. The Policy is not yet available on its website: www.grandgulfenergy.com.

In accordance with Grand Gulf's Board Charter, any and all material or suspected breaches of the Code of Conduct will be reported to the Board or a relevant committee of the Board upon identification. The Code of conduct sets out its anti-bribery considerations.

ASX Principle and Recommendation

Compliance Commentary

Principle 4: Safeguard the integrity of corporate reports

No

Recommendation 4.1

The board of a listed entity should:

- have an audit committee which:
 - has at least three members, all
 of whom are non-executive
 directors and a majority of
 whom are independent
 directors; and
 - is chaired by an independent director, who is not the chair of the board.
- and disclose:
 - o the charter of the committee;
 - the relevant qualifications and experience of the members of the committee; and
 - 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
- 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 of the rotation audit engagement partner.

The full Board of Grand Gulf forms the joint Audit and Risk Management Committee which is responsible for overseeing the integrity of the Company's statutory financial reporting, reviewing the independence and performance of the external auditor, approving external audit fees and responsible for Risk and Compliance review activities.

Messrs Martens and Kiley are considered to be independent for the purposes of the ASX Recommendations.

The Company will report periodically on the number of times the Audit and Risk Management Committee met throughout the period and the individual attendances of the members at those meetings.

There is currently no Audit Committee Charter published on the website.

Recommendation 4.2

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

Yes Grand Gulf will obtain declarations from its CEO and CFO before its financial statements are approved substantially in the form referred to in Recommendation 4.2.

The Company Secretary of Grand Gulf is acting as CFO.

ASX Principle and Recommendation	Compliance	Commentary
Recommendation 4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	Grand Gulf will disclose the process used to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor on its website: www.grandgulfenergy.com.
Principle 5: Ma	ake timely and	l balanced disclosure
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the listing rule 3.1.	Yes	The Board has adopted a Continuous Disclosure Policy.
		Grand Gulf is subject to the continuous disclosure requirements of Chapter 3 of the Listing Rules and section 674 of the Corporations Act.
		Grand Gulf is committed to observing its disclosure obligations under the Corporations Act and its obligations under the Listing Rules. All announcements provided to ASX will comply with Chapter 5 of the Listing Rules and will be posted on Grand Gulf's website: www.grandgulfenergy.com.
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	Grand Gulf will ensure that its Board shall receive copies of all material market announcements promptly after they have been made.
Recommendation 5.3	Yes	Grand Gulf will release a copy of presentation
A listed entity that gives a new and substantive investor or analyst presentation should release a copy of presentation material on the ASX Market Announcements Platform ahead of the presentation.		materials on the ASX Market Announcements Platform prior to any presentations made. All presentation materials provided to the ASX will be posted on Grand Gulf website: www.grandgulfenergy.com.
Principle 6: Re	spect the righ	nts of security holders
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information about Grand Gulf, including its corporate governance and copies of its various corporate governance policies and charters, is available on Grand Gulf's website: www.grandgulfenergy.com.
Recommendation 6.2	Yes	The Board has adopted a Communications
A listed entity should have an investor relations program that facilitates effective two-way communication with investors.		Policy, the purpose of which is to ensure Grand Gulf: • provides timely and accurate information equally to all Shareholders and market participants regarding the Company including its financial situation, performance, ownership, strategies, activities and governance; and

ASX Principle and Recommendation	Compliance	Commentary
		 adopts channels for disseminating information that are fair, timely and cos efficient.
		Grand Gulf will communicate with its Shareholders:
		 through releases to the market via the ASX;
		 through Grand Gulf's website;
		 through information provided directly to Shareholders; and
		via general meetings.
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	Grand Gulf supports Shareholde participation in general meetings and will seek to provide appropriate mechanisms for such participation, including by ensuring that meetings are held at convenient times and places to encourage Shareholde participation.
		In preparing for general meetings of Grand Gulf, Grand Gulf will draft the notice of meeting and related explanatory information so that they provide all of the information that is relevant to Shareholders in making decisions on matters to be voted on by them at the meeting. This information will be presented clearly and concisely so that it is easy to understand and not ambiguous.
		Grand Gulf will use general meetings as a too to effectively communicate with Shareholders and allow Shareholders a reasonable opportunity to ask questions and to otherwise participate in the meeting.
		Mechanisms for encouraging and facilitating Shareholder participation will be reviewed regularly to encourage a high level of Shareholder participation.
Recommendation 6.4	Yes	The Chairman will call for a poll on a
A listed entity should ensure that all substantive resolutions at a meeting of		substantive resolutions at a meeting rathe than voting by a show of hands.
substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.		The Company's practice at general meeting is to read out and/or display the proxy vote received for each resolution, at the time of voting. This ensures that Shareholder present at the meeting are kept informed at to the level of support for each resolution.
		Grand Gulf's Constitution provides a right for Shareholders to call for a poll on a resolution at a general meeting.
Recommendation 6.5	Yes	Grand Gulf considers that communicatin

with Shareholders by electronic means is an

ASX Principle and Recommendation

Compliance Commentary

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

efficient way to distribute information in a timely and convenient manner.

Shareholders have the option to receive communications from Grand Gulf electronically. Grand Gulf encourages them to do so. Information on receiving documentation is available on Grand Gulf's website: http://www.grandgulfenergy.com

Principle 7: Recognise and manage risk

No

Recommendation 7.1

The board of a listed entity should:

- have a committee or committees to oversee risk, each of which:
 - has at least three members, a majority of whom are independent directors; and
 - is chaired by an independent director,

and disclose:

- o the charter of the committee;
- the members of the committee; and
- 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
- if it does not have a Management Committee committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

The full Board forms Grand Gulf's Audit and Risk Management Committee which is responsible for overseeing risk management of the Company.

Refer to Principle 4 above for details on the composition of the committee and disclosures the Company will make.

Messrs Martens and Kiley are deemed to be independent.

The Audit and Risk Management Committee will be guided by the Risk Management Policy for Grand Gulf. The purpose of the Policy is to:

- appropriate systems are in place to identify to the extent reasonably practicable all material risks that may impact on Grand Gulf's business;
- the financial impact of identified risks is understood and appropriate internal control systems are in place to limit Grand Gulf's exposure to such risks;
- appropriate responsibilities are delegated to control the identified risks effectively; and
- any material changes to Grand Gulf's risk profile are disclosed in accordance with Grand Gulf's Continuous Disclosure Policy.

Recommendation 7.2

The board or a committee of the board should:

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

Yes

The Board is responsible for risk oversight and the management and internal control of the processes by which risk is considered, for both ongoing operations and prospective actions. The Board will review Grand Gulf's risk management framework on an annual basis to ensure Grand Gulf's risk management framework continues to be effective.

Disclosure of the outcome of the annual risk management review will be included in the annual report.

ASX Principle and Recommendation

Compliance Commentary

 disclose, in relation to each reporting period, whether such a review has taken place.

Recommendation 7.3

A listed entity should disclose:

- if it has an internal audit function, how the function is structured and what role it performs; or
- 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.

Yes

Grand Gulf does not have an internal audit function at this stage. The Board considers that, given the current size and scope of Grand Gulf's operations, an internal audit function is not necessary.

The Board as a whole oversees the effectiveness of risk management and internal control processes.

Further detail of the processes the Company employs for evaluating and continually improving the effectiveness of its risk management and internal control processes are set out in Grand Gulf's Risk Management Policy, which is available on Grand Gulf's website: www.grandgulfenergy.com.

The Board intends to reconsider the requirement for and benefits of, an internal audit function as Grand Gulf's operations grow and evolve.

Recommendation 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.

Yes

Grand Gulf's primary activity is mineral/gas exploration and valuation. These activities expose Grand Gulf to operational, economic, environmental and social sustainability risks similar to those faced by all other participants in the mining and exploration industries.

ASX Principle and Recommendation

Compliance Commentary

Principle 8: Remunerate fairly and responsibly

No

Recommendation 8.1

The board of a listed entity should:

- have a remuneration committee which:
 - has at least three members, a whom maiority of are independent directors; and
 - is chaired by an independent director.

and disclose:

- the charter of the committee;
- the members of the committee; and
- 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
- 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 remuneration such appropriate and not excessive.

full Board forms Grand Gulf's The Remuneration Committee which responsible for approving Grand Gulf's remuneration policies and framework from time to time (currently the Remuneration and determining whether Policy) remuneration and conditions of service of senior executives are appropriate and consistent with the approved remuneration policies and framework.

Messrs Martens and Kiley are considered independent.

The Board is responsible for Grand Gulf's Remuneration practices for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and excessive.

Grand Gulf will set out the remuneration paid or provided to Directors and senior executives annually in the remuneration report contained within Grand Gulf's annual report to Shareholders.

Recommendation 8.2

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

Yes

Grand Gulf's policies and practices regarding the remuneration of Non-Executive Directors and senior executives are set out in Grand Gulf's Annual Report.

Recommendation 8.3

A listed entity which has an equitybased remuneration scheme should:

- а policy on whether have 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
- disclose that policy or a summary of it.

Yes

Grand Gulf's securities trading policy provides that no Director or member of senior management (including any employee who is a restricted employee under the Grand Gulf's Securities Trading Policy) who participates in equity-based remuneration scheme established by Grand Gulf may enter into any transaction designed to limit the economic risk of participating in the equity-based remuneration scheme.

> Gulf's Remuneration Policy Grand available in Grand Gulf's Remuneration in the Annual Report.