

CORPORATE GOVERNANCE STATEMENT

The Evolution Energy Minerals Limited (“**Evolution**” or the “**Company**”) board of directors (the “**Board**”) is committed to conducting Evolution’s business in accordance with the highest standards of corporate governance to create and deliver value for its shareholders. The Board has established a corporate governance framework, including corporate governance policies, procedures and charters, to support this commitment. The framework will be reviewed regularly and revised in response to changes in law, developments in corporate governance and changes to the Company’s business. A copy of these charters, procedures and policies are available on the governance page of Evolution’s website located at www.evolutionenergyminerals.com.au and are referred to in this document where relevant.

As a listed entity, Evolution must comply with Australian laws including the *Corporations Act 2001* (Cth) (“**Corporations Act**”) and the Australian Securities Exchange Listing Rules (the “**ASX Listing Rules**”), and to report against the ASX Corporate Governance Council’s Principles and Recommendations (4th Edition) (the “**Recommendations**”).

Following admission to the Official List, the Company will be required to report its compliance with the Recommendations at the time of lodgement of its annual report. This Corporate Governance Statement is current as at 30 September 2024 and has been approved by the Board of Evolution.

Principles and Recommendations	Comply (Yes/No)	Explanation
PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
<p><i>Recommendation 1.1</i> <i>A listed entity should have and disclose a board charter setting out:</i></p> <p>(a) <i>the respective roles and responsibilities of its board and management; and</i></p> <p>(b) <i>those matters expressly reserved to the board and those delegated to management.</i></p>	YES	<p>The Board has established a Board Charter.</p> <p>The Board has adopted a formal Board Charter that details the Board's role, authority, responsibilities, membership and operations, and will be available under Corporate Governance on our website at: www.evolutionenergyminerals.com.au.</p> <p>The Charter sets out the matters specifically reserved for 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, details of the Board's performance review and details of the Board's disclosure policy.</p>
<p>Recommendation 1.2 <i>A listed entity should:</i></p> <p>(a) <i>undertake appropriate checks before appointing a director or senior executive, or putting forward to security holders a candidate for election, as a director; and</i></p> <p>(b) <i>provide security holders with all</i></p>	NO	<p>The Company undertakes appropriate checks before appointing a person or putting forward to security holders a candidate for election, as a Director.</p> <p>The Board, which performs the function of a Nomination and Remuneration Committee, is required to ensure appropriate checks—including checks regarding character, experience, education, criminal record, and bankruptcy history, as applicable—are undertaken before appointing an individual or putting forward a candidate for election as a Director. Recent appointments to the Board have relied on recommendations from known parties, however subsequent probity checks are being undertaken to confirm the suitability of each appointment .</p> <p>All material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to Shareholders in any notice of meeting pursuant to which the resolution to elect or re-elect such Director will be voted on.</p>

Principles and Recommendations	Comply (Yes/No)	Explanation
<i>material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</i>		
Recommendation 1.3 <i>A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.</i>	NO	All new directors have provided a consent to act, and a written agreement outlining their duties, rights, and responsibilities is expected to be completed with each Director by the end of October 2024
Recommendation 1.4 <i>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.</i>	YES	<p>The Company Secretary reports to the Chairman. The Company Secretary in his capacity as company secretary is appointed by the Board and directors have access to the Company Secretary.</p> <p>The Company Secretary is accountable to the Board through the Chairman on matters regarding the proper functioning of the Board, including assisting the Board and any of its committees with meetings and directors' duties, advising the Board on corporate governance matters, and acting as the interface between the Board and senior executives.</p> <p>The role of the Company Secretary is described in more detail in the Board Charter.</p>
Recommendation 1.5 <i>A listed entity should:</i> <ul style="list-style-type: none"> <i>(a) have and disclose a diversity policy;</i> <i>(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</i> 	NO	<p>The Company is committed to building a diverse and inclusive workforce across a wide range of workforce demographics that extends beyond gender. The Company maintains a diversity policy, however, in light of its scope of activity and employee numbers, the Company has not yet:</p> <ul style="list-style-type: none"> a) set and disclosed measurable objectives for achieving gender diversity; b) annually assessed diversity related objectives and the entity's progress in achieving them. <p>The Company recognises the benefits of the Board and management being composed of directors of different ages, ethnicities and backgrounds, which can help bring different perspectives and experiences to bear on decision making.</p>

Principles and Recommendations	Comply (Yes/No)	Explanation
<p><i>and workforce generally; and</i></p> <p><i>(c) disclose in relation to each reporting period:</i></p> <p><i>(i) the measurable objectives set for that period to achieve gender diversity;</i></p> <p><i>(ii) the entity's progress towards achieving those objectives; and</i></p> <p><i>(iii) either:</i></p> <p><i>(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</i></p> <p><i>(B) if the entity is a "relevant</i></p>		

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<p><i>employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in the Workplace Gender Equality Act.</i></p> <p><i>If the entity was in the S&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.</i></p>		
<p>Recommendation 1.6</p> <p><i>A listed entity should:</i></p> <p><i>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and</i></p> <p><i>(b) disclose for each reporting period whether a performance evaluation</i></p>	YES	<p>Performance evaluation of the Board and any applicable Board committees is managed by the Chairman of the Board, working with the Company Secretary.</p> <p>The Board has an agreed performance evaluation process which includes a questionnaire relating to the role, composition, procedures, practices and behaviour of the Board, any applicable committees and its members. Senior executives having most direct contact with the Board may also be invited to complete similar questionnaires.</p> <p>Responses to the questionnaires are confidential and provided directly to the Company Secretary with the results then communicated to the Chairman of the Board. The Chairman of the Board meets individually with each Board member to discuss their comments. The Chairman of the Board then meets with the Board as a</p>

Principles and Recommendations	Comply (Yes/No)	Explanation
<i>has been undertaken in accordance with that process during or in respect of that period.</i>		<p>whole during which each Board member has the opportunity to raise any matter, suggestion for improvement or criticism with the Board.</p> <p>Individual directors' performance evaluations are completed by the Chairman. The Chairman meets with each individual director and discusses their participation, preparedness and general contribution to the Board. The Board identifies weaknesses in their performance and may recommend strategies to correct those points.</p> <p>The Chairman's performance evaluation is completed by an independent director, after canvassing the views of the other directors.</p>
<p>Recommendation 1.7</p> <p><i>A listed entity should:</i></p> <p><i>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</i></p> <p><i>(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.</i></p>	YES	<p>The Board is responsible for evaluating the remuneration of the Company's senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non-executive Director. The applicable processes for these evaluations can be found in the Company's Corporate Governance Plan, which is available on the Company's website.</p> <p>The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company intends to complete performance evaluations in respect of the senior executives for each financial year in accordance with the applicable processes.</p>
PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE		
<p>Recommendation 2.1</p> <p>The Board of a listed entity should:</p>	NO	<p>The Board has the ability under the Company's Constitution to delegate its powers and responsibilities to Committees of the Board. Special Board committees shall be formed as required to give guidance and provide oversight concerning specific matters to the Board.</p>

Principles and Recommendations	Comply (Yes/No)	Explanation
<p><i>(a) have a nomination committee which:</i></p> <p><i>(i) has at least three members, a majority of whom are independent Directors; and</i></p> <p><i>(ii) is chaired by an independent Director,</i></p> <p><i>and disclose:</i></p> <p><i>(iii) the charter of the committee;</i></p> <p><i>(iv) the members of the committee; and</i></p> <p><i>(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</i></p> <p><i>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to</i></p>		<p>The Company has established a Nomination and Remuneration Committee (NRC) to strengthen its governance framework. Historically, the NRC has comprised three members, including one independent director who serves as Chair. Following recent changes to the board, including a reduction in size, the composition of the committee is currently being revised . In the interim, the full board has assumed the responsibilities of the NRC.</p> <p>The NRC has adopted a formal, Board-approved charter that will detail its role, authority, responsibilities, membership and operations. The NRC charter will be reviewed annually and is available on the Company's website at: www.evolutionenergyminerals.com.au.</p>

Principles and Recommendations	Comply (Yes/No)	Explanation										
<i>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.</i>												
Recommendation 2.2 A listed entity should have and disclose a Board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.	YES	<p>The Company’s objective is to have an appropriate mix of expertise and experience on the Board, and where appropriate its committees, so that the Board can effectively discharge its corporate governance and oversight responsibilities.</p> <p>The Board has identified key areas of expertise critical to its governance responsibilities. The following table provides a summary of the Board's experience, skills, and attributes, with each member rated on a scale of 1 to 3: '1' indicates limited experience, '2' represents moderate experience, and '3' reflects extensive experience. The numbers presented are the total scores of all three directors combined:</p> <table><tr><th>Experience, skills and attributes</th><th>Board</th></tr><tr><td>Corporate leadership Successful experience in CEO/Managing Director and/or other senior corporate leadership roles</td><td>12</td></tr><tr><td>African experience Senior experience in African locations</td><td>8</td></tr><tr><td>Metals and mining exploration Relevant industry (resources, mining, exploration) experience</td><td>12</td></tr><tr><td>Other board level experience Directors of other listed entities (last 3 years)</td><td>11</td></tr></table>	Experience, skills and attributes	Board	Corporate leadership Successful experience in CEO/Managing Director and/or other senior corporate leadership roles	12	African experience Senior experience in African locations	8	Metals and mining exploration Relevant industry (resources, mining, exploration) experience	12	Other board level experience Directors of other listed entities (last 3 years)	11
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		Project development Resources capital project development and management	8
		Strategy Development and implementation of corporate strategy	10
		Capital markets and business development Experience and capability in equity financing, joint ventures, mergers and acquisitions	12
		Corporate Governance Demonstrated commitment to high standards of corporate governance, including board, senior executive or equivalent experience or background which demonstrates a commitment to a high level of corporate governance	7
		Risk management and compliance Senior executive experience in operational risk management, including identification, monitoring, mitigation and compliance	8
		Health and Safety Relevant experience in workplace health and safety, implementing health, safety and wellbeing strategies, and proactive identification and prevention of health and safety risks	7
		Details of the skills, experiences and expertise of each director will be set out in the Company's annual report and on the Company's website under Board and Management at: www.evolutionenergyminerals.com.au .	
Recommendation 2.3 <i>A listed entity should disclose:</i>	YES	The Board's assessment of the independence of each current director is set out below. The Company has accepted the definition of "independence" in the Recommendations in making the above assessments of independence.	

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<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>		<table><tr><th>Name</th><th>Status</th><th>Appointment Date</th><th>Length of Service</th></tr><tr><td>Robin Birchall</td><td>Managing Director Non-Independent</td><td>3 June 2024</td><td>4 Months</td></tr><tr><td>Stephen Dennis</td><td>Non-Executive Director Non-Independent</td><td>6 September 2023</td><td>1 Year</td></tr><tr><td>Craig Moulton</td><td>Non-Executive Director Independent</td><td>15 August 2024</td><td>2 Months</td></tr><tr><td>Brian Gordon</td><td>Non-Executive Director Independent</td><td>30 September 2024</td><td>-</td></tr></table> <p>Details regarding the Chairman and the Directors, including experience and qualifications, are set out in the Company’s Annual Report and available on the Company’s website under Board and Management at www.evolutionenergyminerals.com.au.</p>					Name	Status	Appointment Date	Length of Service	Robin Birchall	Managing Director Non-Independent	3 June 2024	4 Months	Stephen Dennis	Non-Executive Director Non-Independent	6 September 2023	1 Year	Craig Moulton	Non-Executive Director Independent	15 August 2024	2 Months	Brian Gordon	Non-Executive Director Independent	30 September 2024	-
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<p>Recommendation 2.4</p> <p>A majority of the Board of a listed entity should be independent Directors.</p>	NO	<p>The Company’s Board Charter requires that, where practical, the majority of the Board should be independent. The Board currently comprises a total of four directors, two of whom are considered to be independent. As such, independent directors currently do not comprise the majority of the Board.</p> <p>The Board has committed to a process to restructure its composition, such that there is a majority of independent directors.</p>																								
<p>Recommendation 2.5</p> <p>The Chair of the Board of a listed entity should be an independent Director and, in particular, should</p>	NO	<p>The Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO/Managing Director.</p> <p>The Chair of the Company is a Non-Executive Director and not an independent Director.</p>																								

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<i>not be the same person as the CEO of the entity.</i>		
Recommendation 2.6 <i>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.</i>	NO	Following recent changes to the composition of the Board , the program for inducting and reviewing the need for professional development of Directors is under review .
PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY		
Recommendation 3.1 <i>A listed entity should articulate and disclose its values.</i>	YES	<p>The Code of Conduct (Code) provides a decision-making framework by establishing principles and values to guide decisions and actions. The Code promotes an organisational culture that enables employees to respond appropriately in a variety of situations and to be accountable for their decisions.</p> <p>The Code of Conduct requires directors, management, contractors and employees to deal with the Company's customers, suppliers, competitors, regulatory bodies and each other with honesty, fairness and integrity and to observe the rule and spirit of the legal and regulatory environment in which the Company operates.</p> <p>This Code of Conduct addresses expectations for conduct in the following areas:</p> <ul style="list-style-type: none"> a) acting with integrity and professionalism and be scrupulous in the proper use of Company information, funds, equipment and facilities; b) exercising fairness, equity, courtesy, consideration and sensitivity in interactions with colleagues and stakeholders; c) avoiding real or apparent conflicts of interest; d) devoting the whole of their time, efforts, attention and skills during the hours of work and other such times as may be reasonably necessary to the performance of their duties to the best of their ability and knowledge; e) using their best endeavours to promote the interests and business of the Company and its related entities;

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		<p>f) complying with all relevant laws, rules and regulations, policies, handbooks/manuals and procedures as communicated from time to time;</p> <p>g) being familiar at regular times with any and all such updates and amendments and comply with any updated, amended or new policies, regulations, rules, laws, handbooks/manuals and procedures;</p> <p>h) faithfully and diligently performing duties and exercising powers consistent with the applicable role or as assigned from time to time; and</p> <p>i) contributing to a culture of high ethical and moral standards and playing a role in preventing and correcting violations.</p>
Recommendation 3.2 <i>A listed entity should:</i> <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>	YES	The Code applies to the Company's Directors, senior executives and employees. Any material breaches of the Code are to be reported to the Board or a committee of the Board.
Recommendation 3.3 <i>A listed entity should:</i> <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>	YES	The Company's Whistleblower Policy is available on the Company's website. Any material breaches of the Whistleblower Policy are to be reported to the Board or a committee of the Board.
Recommendation 3.4 <i>A listed entity should:</i>	YES	Evolution has a zero-tolerance approach to bribery or corruption in its business. The Code, together with the Anti-Bribery and Corruption Policy and Compliance Guide, documents the Company's commitment to ensure all

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<p>(a) <i>have and disclose an anti-bribery and corruption policy; and</i></p> <p>(b) <i>ensure that the Board or committee of the Board is informed of any material breaches of that policy.</i></p>		<p>officers, employees, contractors, agents and any other party representing Evolution, will act fairly, honestly, with integrity and in compliance with the law. The Code, together with the Anti-Bribery and Corruption Policy and Compliance Guide, set out the standards and behaviour Evolution expects of its officers, employees and representatives and links with the Whistleblowing Policy for the reporting of any actual or suspected breaches.</p> <p>A copy of the Anti-Bribery and Corruption Policy and Compliance Guide is available on the Company's website at www.evolutionenergyminerals.com.au.</p>
PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS		
<p>Recommendation 4.1</p> <p>The Board of a listed entity should:</p> <p>(a) <i>have an audit committee which:</i></p> <p style="padding-left: 40px;">i. <i>has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and</i></p> <p style="padding-left: 40px;">ii. <i>is chaired by an independent Director, who is not the Chair of the Board,</i></p> <p><i>and disclose:</i></p> <p style="padding-left: 40px;">iii. <i>the charter of the committee;</i></p>	NO	<p>The Board has established an Audit and Risk Committee (ARC) to strengthen our governance practices. Historically, the membership of the ARC comprised three directors, including one independent director who served as Chair. However, due to recent changes to the board, including a reduction in size, the full Board has undertaken the responsibilities of the ARC. The revised composition of the committee will be determined in October 2024.</p> <p>The ARC assists the Board to protect the interests of Evolution's shareholders and stakeholders by overseeing on behalf of the Board, among other things:</p> <p>a) the integrity of financial reporting;</p> <p>b) the adequacy of the control environment and the processes for identifying and managing financial risk;</p> <p>c) the external audit function; and</p> <p>d) compliance with applicable legal and regulatory requirements and internal codes of conduct, as requested by the board.</p> <p>The ARC and the Board are given the opportunity to liaise with the Company's auditors separately and before the final signing of the half-year and annual financial statements.</p>

Principles and Recommendations	Comply (Yes/No)	Explanation
<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>Recommendation 4.2</p> <p><i>The Board of a listed entity should, before it approves the entity's financial statements for a financial</i></p>	<p>YES</p>	<p>In connection with the year-end and half year financial reports, the CEO (or his equivalent) and CFO (or his equivalent) will provide a declaration to the Board in accordance with Australian Accounting Standards and the Corporations Act that, in their opinion, the financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the</p>

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<i>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.</i>		financial position and performance of the Company, and their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.
Recommendation 4.3 <i>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.</i>	YES	The Company will include in each of its (to the extent that the information contained in the following is not audited or reviewed by an external auditor): (a) annual reports or on its website, a description of the process it undertakes to verify the integrity of the information in its annual directors' report; and (b) quarterly reports, or in its annual report or on its website, a description of the process it undertakes to verify the integrity of the information in its quarterly reports.
PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE		
Recommendation 5.1 <i>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</i>	YES	In order to comply with these obligations, the Board has adopted a Continuous Disclosure Policy. The Continuous Disclosure Policy is available on the Company's website at: www.evolutionenergyminerals.com.au . Evolution's Continuous Disclosure Policy reinforces Evolution's commitment to the ASX continuous disclosure requirements and outlines management's accountabilities and the processes to be followed for ensuring compliance. The Continuous Disclosure Policy requires that procedures are in place to ensure that: a) information is reviewed by Company management, including consultation with the Board and external advisors as required to determine if disclosure is required;

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		<p>b) the Chairman is advised of and approves all information to be disclosed to the market; and</p> <p>c) the Board is kept fully informed of all information subsequently disclosed to the market.</p> <p>The Company Secretary has primary responsibility for administration of the Continuous Disclosure Policy, including monitoring compliance with its disclosure obligations and managing all communications with the ASX.</p>
Recommendation 5.2 <i>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</i>	YES	Under the Company's Continuous Disclosure Policy, all members of the Board will receive material market announcements promptly after they have been made.
Recommendation 5.3 <i>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.</i>	YES	All substantive investor or analyst presentations will be released on the ASX Markets Announcement Platform ahead of such presentations.
PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS		
Recommendation 6.1 <i>A listed entity should provide information about itself and its governance to investors via its website.</i>	YES	Information about the Company and its corporate governance policies will be available on the Company's website.
Recommendation 6.2 <i>A listed entity should have an investor relations program that</i>	YES	Through its shareholder communications, Evolution aims to provide information that will allow existing shareholders, potential shareholders and financial analysts to make informed decisions about the Company's intrinsic value and to provide the Company with feedback.

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<i>facilitates effective two-way communication with investors.</i>		<p>Evolution has an investor relations program that aims to facilitate effective two-way communication with investors, which includes:</p> <ul style="list-style-type: none"> a) issuing regular written shareholder communications such as quarterly financial reporting and an Annual Report which address the Company's strategy and performance; b) making available on the Company's website important information such as broker research and Company presentations; c) sending and receiving shareholder communications electronically, both from Evolution and our share registry; d) maintaining the Board and governance section and investor and media centre on the Evolution website, including posting all announcements after they have been disclosed to the market; e) engaging in a program of interactions with current and potential investors, and analysts, including participating in investor meetings, relevant conferences, and webinars; f) promoting two-way interaction with shareholders, by supporting shareholder participation in the AGM; and g) ensuring that continuous disclosure obligations are understood and complied with throughout the Company. <p>In addition to electronic communication via the ASX website, the Company publishes all ASX releases, including Annual and Half-Yearly financial statements, on the Company's website at www.evolutionenergyminerals.com.au.</p>
<p>Recommendation 6.3</p> <p><i>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</i></p>	YES	<p>To ensure that security holders have the opportunity to participate at meetings of members:</p> <ul style="list-style-type: none"> a) at the Annual General Meeting, shareholders elect the directors and have the opportunity to express their views, ask questions about Company business and vote on items of business for resolution by shareholders; and b) the Company's external auditor shall attend the Company's Annual General Meeting and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report. <p>In relation to the election and re-election of Directors, Shareholders are informed of the names of candidates submitted for election and re-election as Directors at a general meeting of shareholders. In order to enable shareholders to make an informed decision regarding the election, the following information is supplied to shareholders:</p>

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		a) biographical details (including competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate); b) details of material business relationships between the candidate and the Company and the candidate and directors of the Company; c) directorships held; d) the term of office currently served by any directors subject to re-election; and e) any other particulars required by law.
Recommendation 6.4 <i>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.</i>	YES	All resolutions at securityholder meetings will be decided by a poll rather than a show of hands.
Recommendation 6.5 <i>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</i>	YES	The Company supports electronic communications with its shareholders. All shareholders have the option of receiving part or all of their communications electronically, and the Company regularly encourages shareholders to elect for, or transition to, electronic communications. Contact details for the Company's share registry are made available for shareholders on the website and in key communications to shareholders.
PRINCIPLE 7: RECOGNISE AND MANAGE RISK		
Recommendation 7.1 <i>The Board of a listed entity should:</i> <i>(a) have a committee or committees to oversee risk, each of which:</i>	NO	The Company does not have a separate risk committee, this function forms part of the responsibilities of the ARC. The ARC has adopted a charter which will be reviewed annually and is available on the Company's website at: www.evolutionenergyminerals.com.au .

Principles and Recommendations	Comply (Yes/No)	Explanation
<p><i>i. has at least three members, a majority of whom are independent Directors; and</i></p> <p><i>ii. is chaired by an independent Director,</i></p> <p><i>and disclose:</i></p> <p><i>iii. the charter of the committee;</i></p> <p><i>iv. the members of the committee; and</i></p> <p><i>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</i></p> <p><i>(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</i></p>		<p>The ARC oversees the Company's risk management framework. The approach of the ARC is to monitor and if considered necessary, seek advice on areas of operational and commercial risk and implement strategies for appropriate risk management arrangements.</p> <p>Specific areas of risk, which are regularly considered at ARC meetings, include expenditure levels relative to budget, going concern, the applicable legal and regulatory framework, foreign currency and commodity price fluctuations, performance of key activities, human resources, community and environment, land access, political instability and internal control.</p> <p>The ARC has a charter which is disclosed on the Company's website.</p>

Principles and Recommendations	Comply (Yes/No)	Explanation
<i>risk management framework.</i>		
Recommendation 7.2 <i>The Board or a committee of the Board should:</i> <i>(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</i> <i>(b) disclose in relation to each reporting period, whether such a review has taken place.</i>	YES	<p>The Company's approach to risk management is based on the identification, assessment, monitoring, management and reporting of material risks related to its business and management systems.</p> <p>Risk management governance originates at Board level and flows through to the Chairman and the Company's business units through the Company's risk register, management and reporting against the risk register and delegated authorities.</p> <p>The Company's risk register identifies risks to which the Company is exposed, designating such risks by business function. For each risk in the Company's risk register, the likelihood and consequence of each risk materialising is assessed and risks are then ranked accordingly. Existing risk mitigation measures are recorded in the risk register and risk rankings are adjusted according to existing risk mitigation initiatives in place.</p> <p>The Board is responsible for reviewing and ratifying systems of risk management and internal control and compliance, codes of conduct and legal compliance. It uses a number of mechanisms to ensure that management's objectives and activities are aligned with the risks identified by the Board.</p>
Recommendation 7.3 <i>A listed entity should disclose:</i> <i>(a) if it has an internal audit function, how the function is structured and what role it performs; or</i> <i>(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.</i>	YES	<p>Owing to the current size of the Company, the Company does not maintain a designated internal audit function within the Company, as disclosed in the Annual Report.</p> <p>The scope of work carried out by the external auditor shall include a review of internal controls, especially as they relate to the Company's foreign subsidiaries. The report from the external auditor specifically addresses any weaknesses associated with internal controls as they relate to corporate reporting and any identified weaknesses form the basis of an action plan, the purpose of which is to address any such weaknesses. Implementation and monitoring of the progress of the action plan is undertaken by the Company's CFO, who is an experienced internal auditor.</p> <p>Comprehensive reporting to the Board on the Company's activities, in particular, the application of funds, is carried out on a monthly basis and forms an important part of the internal control process.</p>

Principles and Recommendations	Comply (Yes/No)	Explanation
Recommendation 7.4 <i>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.</i>	YES	<p>The Company's Continuous Disclosure Policy requires the Company to disclose whether it has any potential or apparent exposure to environmental or social risks and, if it does, put in place management systems, practices and procedures to manage those risk.</p> <p>The Company operates in a foreign jurisdiction – Tanzania – and recognises the importance of working constructively with local communities. In endeavouring to ensure that the Company maintains positive, mutually beneficial relationships with local communities and other key stakeholders, it applies a multi-faceted approach that seeks to address the following aspects of its engagement:</p> <ul style="list-style-type: none"> a) staff and contractor conduct b) community engagements c) community complaints d) land access and relocation e) migration to the local area (In-migration) f) community health and safety g) environmental impact h) local employment i) local procurement j) community development k) track projects' quality and result
PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY		
Recommendation 8.1 <i>The Board of a listed entity should:</i> <i>(a) have a remuneration committee which:</i> <i>i. has at least three members, a majority of whom</i>	NO	<p>The Company has established a Nomination and Remuneration Committee (NRC) to strengthen our governance framework. Historically, the NRC has comprised three members, including one independent director who serves as Chair. Following recent changes to the board, including a reduction in size, the Board has undertaken the responsibilities of the NRC. The revised composition of the committee will be determined in October 2024.</p>

Principles and Recommendations	Comply (Yes/No)	Explanation
<p><i>are independent Directors; and</i></p> <p><i>ii. is chaired by an independent Director,</i></p> <p><i>and disclose:</i></p> <p><i>iii. the charter of the committee;</i></p> <p><i>iv. the members of the committee; and</i></p> <p><i>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</i></p> <p><i>(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</i></p>		<p>The NRC has adopted a formal, Board-approved charter that will detail its role, authority, responsibilities, membership and operations. The NRC charter will be reviewed annually and is available on the Company's website at: www.evolutionenergyminerals.com.au.</p>

Principles and Recommendations	Comply (Yes/No)	Explanation
<i>and senior executives and ensuring that such remuneration is appropriate and not excessive.</i>		
Recommendation 8.2 <i>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.</i>	YES	Details on the Company's approach to remuneration and the amount of remuneration and all monetary and non-monetary components for all Directors and Key Management Personnel are to be included in the Remuneration Report within the Directors' Report in the Annual Report.
Recommendation 8.3 <i>A listed entity which has an equity-based remuneration scheme should:</i> <i>(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</i> <i>(b) disclose that policy or a summary of it.</i>	YES	<p>The Company has an equity-based remuneration scheme.</p> <p>The Company has a policy – the Securities Trading 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.</p> <p>A copy of the Securities Trading Policy will be provided on the Company's website.</p>
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES		
Recommendation 9.1 <i>A listed entity with a director who does not speak the language in</i>	N/A	The Company does not currently have a Director who does not speak the language in which board or security holder meetings are held.

Principles and Recommendations	Comply (Yes/No)	Explanation
<i>which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.</i>		However, should the Company have a non-English speaking Director, the Company will translate all key corporate documents into the language this Director speaks. In addition, a translator will be present for all Board and Shareholder meetings.
Recommendation 9.2 <i>A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</i>	N/A	The Company is established within Australia.
Recommendation 9.3 <i>A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</i>	N/A	The Company is established within Australia.