

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

NewPeak Metals Limited

ABN/ARBN

ABN 79 068 958 752

Financial year ended:

30 June 2021

Our corporate governance statement¹ for the period above can be found at:²

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

The Corporate Governance Statement is accurate and up to date as at *[insert effective date of statement]* and has been approved by the board.

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

Date: 30 September 2021

Name of authorised officer authorising lodgement: Karl Schlobohm, Company Secretary

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS 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 (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://newpeak.com.au/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at:</p> <p>.....</p> <p>[insert location]</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>.....</p> <p>[insert location]</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>.....</p> <p>[insert location]</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>.....</p> <p>[insert location]</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at: <i>the text set out under paragraph 2.1 in the Corporate Governance Statement accompanying this Appendix 4G</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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.	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: <i>the text set out under paragraph 2.2 in the Corporate Governance Statement accompanying this Appendix 4G</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: <i>the text set out under paragraph 2.3 in the Corporate Governance Statement accompanying this Appendix 4G</i> and, where applicable, the information referred to in paragraph (b) at: <i>the text set out under paragraph 2.3 in the Corporate Governance Statement accompanying this Appendix 4G</i> and the length of service of each director at: the Directors' Report in the Company's Annual Report.	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: <i>the text set out under paragraph 3.1 in the Corporate Governance Statement accompanying this Appendix 4G</i>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code 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 that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://newpeak.com.au/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement

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3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://newpeak.com.au/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://newpeak.com.au/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 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 whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p> <p>Whilst the Company has a separate Audit Committee, the Committee is not chaired by an independent Director and currently does not have a majority of independent Directors.</p>
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 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.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://newpeak.com.au/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://newpeak.com.au/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: <i>the text set out under paragraph 6.3 in the Corporate Governance Statement accompanying this Appendix 4G</i>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p><i>the text under paragraph 7.1 in the Corporate Governance Statement accompanying this Appendix 4G</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p><i>the text set out under paragraph 7.2 in the Corporate Governance Statement accompanying this Appendix 4G</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<input checked="" type="checkbox"/> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: <i>the text set out under paragraph 7.3 in the Corporate Governance Statement accompanying this Appendix 4G</i></p>	<input type="checkbox"/> set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> <p>and we have disclosed whether we have any material exposure to environmental and social risks at: <i>the text set out under paragraph 7.4 in the Corporate Governance Statement accompanying this Appendix 4G and in the Review of Operations in the Annual Report</i> and, if we do, how we manage or intend to manage those risks at: <i>the text set out under paragraph 7.4 in the Corporate Governance Statement accompanying this Appendix 4G and in the Review of Operations in the Annual Report</i></p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 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>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ 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>the text set out under paragraph 8.1 in the Corporate Governance Statement accompanying this Appendix 4G</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p><i>the text set out under paragraph 8.2 in the Corporate Governance Statement accompanying this Appendix 4G and within the Remuneration Report in the Annual Report</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at:</p> <p>https://newpeak.com.au/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in 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.	<input type="checkbox"/> and we have disclosed information about the processes in place at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	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.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Corporate Governance Statement

NewPeak Metals Limited

for the year ended 30 June 2021

The Board of Directors of NewPeak Metals Limited (**NewPeak Metals**, the **Company**) is responsible for the corporate governance of the Company. The Board guides and monitors the business affairs of the Company on behalf of its shareholders, by whom they are elected, and to whom they are accountable.

The Company's Corporate Governance Statement has been adopted and structured with reference to ASX's Corporate Governance Council's *Corporate Governance Principles & Recommendations* (4th edition) (the **ASX Recommendations**).

The Company's practices are largely consistent with the ASX Recommendations, and the Board has made appropriate statements reporting on the adoption of the recommendations. Where the Company's corporate governance practices do not correlate with the practices recommended by the Corporate Governance Council, the Company is working towards compliance; however it does not consider that all practices are currently appropriate for the Company due to the size and scale of its operations. The Board has offered full disclosure and reasons for the adoption of Company practices, in compliance with the "if not, why not" regime, and these are summarised in the Company's Appendix 4G (published alongside this document) and this Corporate Governance Statement.

The Board is of the view that, with the exception of the departures from the ASX Recommendations noted in this document, it otherwise complies with all of the ASX Recommendations.

This statement is current as at 30 September 2021 and has been approved by the Board of NewPeak Metals. The information contained in this statement should be read in conjunction with the Company's 2021 Annual Report.

1 LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

1.1 Role of Board and Management

In general, the Board provides input that assists in identifying and understanding emerging trends and issues, setting the broad framework within which the strategic and business plans will be prepared each year, recommending any significant shifts in the broad strategic direction of the Company, and reviewing, developing and approving the Company's long-term strategic plan and ensuring the Company develops annual business plans to achieve its strategic objectives.

Without limiting the general role of the Board, the principle functions and responsibilities of the Board include the matters set out below, subject to delegation to the Chief Executive Officer (CEO) and senior management as specified elsewhere in this statement, or as otherwise appropriate:

- overseeing the Company's operations including its control and accountability systems;
- appointing and removing the Chief Executive Officer, or their equivalent, as well as evaluating their performance;
- ratifying the appointment and, where appropriate, the removal of senior executives, including the Chief Financial Officer and the Company Secretary;
- monitoring, reviewing and challenging senior management's performance and implementation of strategy;
- ensuring appropriate resources are available to senior management;
- approving the Company's corporate governance framework;
- approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestments;
- monitoring the financial performance of the Company;
- appointing the External Auditor (based on recommendations of the Audit and Risk Management Committee);
- monitoring compliance with the Company's legal obligations, including those relating to the environment, native title, cultural heritage and occupational health and safety; and
- making a regular assessment of whether each Non-Executive Director is independent in accordance with the relevant policy.

The Board has delegated to the CEO the day-to-day responsibility for running the affairs of the Company and implementing the policies and strategy set by the Board. The Board also delegates to the CEO and senior management the responsibilities for the day-to-day activities leading toward achievement of the Company's strategic direction with agreed boundaries and authority limitations.

The Company has adopted a Board Charter which sets out the functions and responsibilities of the Board and the matters expressly reserved to the Board and those delegated to management. The Board Charter also details the manner in which the Board operates. It can be accessed from the Company's website under *Corporate Governance*.

1.2 Information Regarding Director Appointments and Re-elections

The policies and procedures for the selection and appointment of new Directors is that candidates are considered and selected by reference to a number of factors which include, but are not limited to, their relevant skills, qualifications, experience and achievements, compatibility with other Board members, and credibility within the Company's scope of activities. Directors are initially appointed by the full Board subject to election by shareholders at the next Annual General Meeting.

Prior to the initial appointment of any Director to the Board, the Company undertakes reference and other checks to ensure the candidate is competent, has the relevant skills and experience, and would not be impaired or otherwise prohibited from undertaking their duties if appointed.

At each Annual General Meeting the following Directors automatically retire and are eligible for re-appointment:

- any Director who has been elected in the office for a period in excess of three consecutive years or until the third annual general meeting following her/his appointment, whichever is longer, without submitting him/herself for re-election;
- any Director who was appointed by the Directors during the year to fill a casual vacancy or as an addition to the existing Directors; and
- one-third of the Directors or, if their number is not a multiple of three, then the greatest of one or the number nearest to but not exceeding one-third (if the Company has a Managing Director, they are exempt from this requirement).

The Company has appropriate procedures in place to ensure that material information relevant to a decision to elect or re-elect a Director (including whether Directors support the election or re-election) is disclosed in the notice of meeting provided to shareholders.

1.3 Written Agreements for Appointments of Directors and Senior Executives

New Directors receive a letter of appointment and a deed of indemnity, insurance and access. Non-Executive Directors are not appointed for fixed terms. Executive Directors have written service contracts which set out the material terms of employment, including a description of position and duties, reporting lines, remuneration arrangements and termination rights and entitlements. Each senior executive enters into a service contract which sets out the material terms of employment, including a description of position and duties, reporting lines, remuneration arrangements and termination rights and entitlements. Contract details of senior executives which are key management personnel are summarised within the Remuneration Report in the Annual Report each year, which can be accessed on the Company's website at www.newpeak.com.au

Not all written agreements setting out the terms of appointment of the Company's Directors and Senior Executives are with those Directors or Senior Executives (as the case may be) personally. Having regard to the nature and scale of the Company's operations and activities, the Board does not consider non-compliance with this Recommendation to be detrimental to the Company or its shareholders.

1.4 Company Secretary

The Company Secretary is accountable directly to the Board through the Chairman, responsible for all matters to do with the proper functioning of the Board. Each Director is entitled to access the advice and services of the Company Secretary.

In accordance with the Company's Constitution, the appointment and removal of the Company Secretary is a matter for the Board as a whole. A copy of the Constitution is available on the Company's website under *Corporate Governance*, and the details and experience of the Company Secretary are set out within the Directors' Report contained in the Annual Report.

1.5 Diversity

The Board has adopted a formal Diversity Policy which can be accessed on the Company's website under Corporate Governance. The Policy outlines the general purpose and principles, measurable objectives, targets and key performance indicators to be achieved when the Board considers the Company to be of sufficient size and scale, given the nature of its activities, for achieving gender diversity.

The recruitment and selection processes adopted by the Company ensure that staff and management are selected in a non-discriminatory manner based on merit. The Company respects and values the competitive advantage of diversity (which includes, but is not limited to: gender, age, disability, ethnicity, marital or family status and religious or cultural background), and the benefit of its integration throughout the Company in order to improve corporate performance, increase shareholder value and maximise the probability of achievement of the Company's goals. However, the Board of Directors does not believe that the Company is currently of a sufficient size to justify the establishment of formal and measureable objectives, having regard to the nature and scale of its activities.

The Company currently has a small number of employees, and has no female Directors, executives or employees. However, under a contractual agreement with DGR Global, various services of an administrative, accounting and business development nature are provided, and whose staff include female executives and employees directly involved in the provision of services to the Company.

1.6 Board Reviews

The Board did not conduct a performance evaluation during the last 12 months and has not adopted a formal performance evaluation policy.

The Company believes that the small size of the Board and the current scale of the Company's activities make the establishment of a formal performance evaluation procedure unnecessary. In the normal course of events the Board reviews performance of the management, Directors and the Board as a whole. Achievement of goals and business development and compliance issues are evaluated regularly on an informal basis.

The Board is provided with the information it needs to discharge its responsibilities effectively. All Directors have access to corporate governance policies and material contracts entered into by the Company. The Directors also have access to the Company Secretary for all Board and governance-related issues.

1.7 Management Reviews

The Board has not established a separate remuneration committee. In the absence of a formally constituted remuneration committee, the full Board is responsible for the proper oversight of the Directors and the Company's senior management. The Board considers that given the size of the Company, no efficiencies or other benefits would be gained by establishing a separate committee.

Given the size of the Company, its operations and its workforce, no formal, documented process is currently in place for management reviews, and no such formal review process was undertaken during the year.

2 STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

2.1 Nomination Committee

The Board is of the view that the Company is not currently of the size to justify the formation of a separate Nomination Committee. The full Board currently performs the functions of the Nomination Committee and where necessary will seek the advice of external advisors in relation to this role. The Board shall, upon the Company reaching the requisite corporate and commercial maturity, approve the constitution of a Nomination Committee to assist the Board in relation to the appointment of Directors and senior management as required.

At least annually, the Board considers whether or not further skills or relevant industry experience are required to assist with the oversight of the Company, having regard to the stage of its ongoing development.

2.2 Board Skills Matrix

The Board consists of experienced industrial professionals to achieve the optimal mix of background, skills and experience that will position the Board to guide the Company's activities.

Details of the current Directors, their skills, experience, qualifications and record of attendance at meetings are included in the Directors' Report of the Company's Annual Report each year.

The Board's skills matrix is set out below:

SKILLS	INDUSTRY
Exploration and project development	Resource exploration
Mine development	Mining
Resource investment	Corporate management
Corporate strategy and development	Legal practice
Corporate law	Listed ASX resource companies
Corporate and operational finance and accounting	Corporate and listed ASX companies
Capital raising and investor relations	Listed ASX resource companies Broking environment

2.3 Disclose Independence and Length of Service

Recognising the importance of the appropriate balance between independent and non-independent representation on the Board, the Company has developed a formal "Assessing the Independence of Directors" Policy, which can be accessed from the Company's website under *Corporate Governance*.

There is currently one Director, Mr Andrew Gladman, that is considered to be independent on the Board in accordance with the ASX Recommendations. Non-Executive Chairman Mr Nicholas Mather and Non-Executive Director Mr Brian Moller are not independent for various reasons, including both being Directors of DGR Global Limited, a substantial securityholder of the Company. Mr David Mason is an Executive Director of the Company.

The Board will consider appointing further independent Directors in the future, when the Company is of sufficient size and having regard to the scale and nature of its activities. In the meantime, the Company believes that given the size and scale of its operations, non-compliance by the Company with this recommendation will not be detrimental to the Company or its shareholders.

The length of service and independent status of each Director can be found within the Directors' Report in the Company's Annual Report.

2.4 Majority of Directors Should be Independent

Refer to Recommendation 2.3.

2.5 Chair Should Be Independent

The Non-Executive Chairman, Mr Nicholas Mather, is not considered to be independent under the ASX Recommendations. Mr Mather is an Executive of DGR Global Limited, a substantial securityholder of the Company. The Company is of the view that the size and scale of its current operations do not warrant the appointment of an independent Chairperson, and that non-compliance with this recommendation will not be detrimental to the Company or its shareholders.

2.6 Induction and Personal Development

The Company does not have a formal structured induction program for Directors. However, to familiarise themselves with the Company and its practices and procedures, a Director candidate will spend time with the Chairman, CEO, Company Secretary and CFO in order to gain an understanding of the Company, its corporate and project history, its future plans, and its financial outlook.

NewPeak Metals also makes available to Directors upon request:

- any past minutes of Director's meetings of the Company;
- any existing policies or procedures of the Company which are in place;
- any minutes of meeting of shareholders of the Company;
- copies of the audited financial statements of the Company since 2010; and
- any other information, finance or otherwise, about the affairs of the Company that Directors request.

The Company recommends and encourages all Non-Executive Directors to attend relevant external seminars, conferences and educational programs for expanding their knowledge base and professional skills. Directors also have the right, in connection with the discharge of their duties and responsibilities, to seek independent professional advice at the Company's expense in accordance with the agreed procedure set up by the Board. For a new Director the Company Secretary will provide the following documents:

- a Letter of Appointment including appointment terms, Directors' duties and obligations, and Directors' entitlements;
- a Consent to Act, which requires a formal written consent to become a Director, containing the minimum information required by the Company; and
- a Deed of Indemnity, Insurance and Access.

3 ACT ETHICALLY AND RESPONSIBLY

3.1 Company Values

The Company has the following values as part of its policy framework and website disclosure:

- (i) Safety – The Company values the safety of its operations, its workforce and its contractors. The Company's Occupational Health Safety and Environment (OHS&E) policies are focussed on safe exploration and operational practices.
- (ii) Respect for Stakeholders – The Company values its relationship with the range of stakeholders that are relevant to its business, including:
 - Shareholders
 - Employees and contractors
 - Landholders and Native Title holders
 - The communities in which it works
 - Governments and regulators

The Company aims to conduct its affairs and develop its projects in such a way as to cause zero harm to its range of stakeholders.

- (iii) Sustainable Development – The Company will aim to develop and operate its projects in such a way as to mitigate long-term impacts on the environment, and to provide for the protection and regeneration of local ecosystems.

3.2 Code of Conduct

The Board has established a Code of Conduct for the Directors, management and employees of the Company. The Codes require that Directors, management and employees maintain high standards of integrity by ensuring that all business activities are conducted legally and ethically in compliance with the letter and spirit of both the law and Company policies. A copy of the Code of Conduct can be accessed on the Company's website under *Corporate Governance*.

The Company encourages the reporting of unlawful or unethical conduct via its Whistleblower Policy (refer below). Any material breaches of the Code of Conduct are immediately reported to the Board.

3.3 Whistleblower Policy

The Board has established a Whistleblower Policy that sets out the procedure for making disclosures of information that qualifies for protection under the Corporations Act or the Whistleblower Policy. It applies to Directors, management and employees of the Company (and their relatives), as well as suppliers of the Company (and their employees, contractors, suppliers, consultants and service providers). A copy of the Whistleblower Policy can be accessed on the Company's website under *Corporate Governance*.

Any reports received under the Whistleblower Policy are immediately reported to the Board.

3.4 Anti-Bribery and Corruption Policy

The Board takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, ethically, and with integrity in all of its business dealings and relationships. This extends to implementing and enforcing effective systems to counter bribery and corruption, and the Board has established an Anti-Bribery and Corruption Policy. A copy of the Anti-Bribery and Corruption Policy can be accessed on the Company's website under *Corporate Governance*.

4 SAFEGUARD INTEGRITY IN CORPORATE REPORTING

4.1 Audit Committee

The Board has established an Audit and Risk Management Committee. The Committee consists of:

- Mr Brian Moller, Non-Executive Director (Chairman of the Committee);
- Mr Andrew Gladman, Independent Non-Executive Director; and
- Mr David Mason, Executive Director.

The Audit and Risk Management Committee is currently chaired by a Non-Executive Director (Brian Moller) who is not the Chairperson of the Board but is not considered to be independent (for more information refer to Recommendation 2.3). The majority of Committee members are not considered to be independent Directors.

The experience and qualifications of members of the Audit and Risk Management Committee are detailed in the Remuneration Report which forms part of the Directors' Report in the Annual Report. The Audit and Risk Management Committee held two meetings during the 2021 financial year. Details of Committee members' attendance at those meetings can also be accessed within the Directors' Report section of the Company's Annual Report each year.

The Board has adopted an Audit and Risk Management Charter setting out the Committee as well as reporting requirements. The Charter will be reviewed annually to determine whether any changes are necessary. A copy of the Charter can be accessed on the Company's website under *Corporate Governance*.

The Audit and Risk Management Committee is responsible for:

- monitoring the integrity of the financial statements of the Company, reviewing significant financial reporting judgments;
- reviewing the Company's internal financial control system;
- considering the appointment of the External Auditor and to approve the remuneration and terms of engagement of the External Auditor;
- monitoring and reviewing the External Auditor's independence, objectivity and effectiveness, taking into consideration relevant professional and regulatory requirements; and
- developing and implementing policy on the engagements of the External Auditor to supply non-audit services; taking into account relevant ethical guidance regarding the provision of non-audit services by the External Auditor.

The Audit and Risk Management Committee is responsible for reviewing the nomination, performance and independence of the External Auditor. BDO was appointed as the Company's External Auditor by shareholders at a General Meeting held in 2011. BDO has advised the Company that their policy of audit partner rotation requires a change in the lead engagement partner and review partner after a period of five years.

4.2 CEO and CFO Certification of Financial Statements

Prior to the approval of the Company's financial statements each year, the Chief Executive Officer and the Chief Financial Officer confirm in writing to the Board that the financial reports of the Company for the financial year:

- present a true and fair view, in all material respects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards;
- the statement given in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board; and
- the Company's risk management and internal compliance and control system is operating efficiently and effectively in all material respects in relation to financial reporting risks.

The Board acknowledges that the internal control assurances from the CEO and CFO are not absolute, and can only be provided on a reasonable basis after having made due enquiries. Because much of the evidence available is persuasive rather than conclusive, the process is not designed to detect all potential weaknesses in control systems.

4.3 Verification of Periodic Reports

For periodic corporate reports released to the market which are not required to be audited or reviewed by the Company's external auditor, the reports are subject to an internal review and approval process prior to market release. This process involves the reports being prepared and reviewed by relevant subject matter experts, an internal verification and sign off process, material statements being reviewed for accuracy, and an appropriate approval process involving senior executives, and for disclosure of certain matters, the approval of the Board.

A prime example of the above process is that, as a participant in the resources sector, the Company is required to lodge Quarterly Cash Flow Statements, which are not audited. This information is prepared by the Company's accounting staff, checked by the CFO / Company Secretary and circulated to the Board before release to the market.

5 MAKE TIMELY AND BALANCED DISCLOSURE

5.1 Continuous Disclosure Policy

The Board has adopted a Continuous Disclosure Policy to ensure compliance with the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act. The Policy sets out the rules and procedures for ASX information disclosure, the responsibility of the Board, senior executives and staff to ensure that price sensitive information is identified, reviewed by management and disclosed to the ASX in a timely, clear and objective manner. The Policy also ensures that all information provided to the ASX is posted on the Company's website as soon as possible after its disclosure to the ASX.

The Company Secretary manages the Company's compliance with its continuous disclosure obligations and is responsible for communications with, and coordinating disclosure of information to, the ASX.

Directors receive copies of all announcements released to the ASX and copies of related information, such as financial statements and public presentations, and are aware of and accountable for, the Company's compliance with regard to continuous disclosure. A copy of the Continuous Disclosure Policy is available on the Company's website under *Corporate Governance*.

5.2: Directors Should Receive Copies of Material Market Announcements

Directors receive copies of all announcements released to ASX and copies of announcements, including related information, such as financial statements and public presentations, and are aware of and accountable for, the Company's compliance with regard to continuous disclosure.

5.3: Release of New Presentations to Market

In order to ensure the equality of information among investors, the Company releases to the market a copy of all new and substantive investor or analyst presentations ahead of delivery.

6 RESPECT THE RIGHTS OF SECURITY HOLDERS

6.1 Information on Website

Information about the Company's corporate governance policies can be found on the Company's website under *Corporate Governance*. Information about the Company and its operations is located at www.newpeak.com.au

6.2 Two-Way Investor Relations Program

The Company is committed to informing shareholders of all major developments affecting the operations of the Company and the state of its affairs, Communications with shareholders include:

- the Annual Report which is distributed, or otherwise made available, to all shareholders;
- the quarterly activities report;
- the half-year financial report;
- the Annual General Meeting and other general meetings called to obtain shareholder approval for significant corporate actions, as appropriate;
- Company announcements; and
- all of the information available on the Company's website.

Conference and investor presentations, including videos where applicable, are made available on the Company's website and via its newsletter service. The Company operates a Twitter account and has a free newsletter subscription page available to all interested parties on its website.

The Company welcomes questions from shareholders at any time and these are answered promptly unless the information requested is market sensitive and not in the public domain. All announcements made by the Company to the market (except disclosures of a routine compliance or administrative nature) are posted to the Company's website.

6.3 Facilitate Participation at Meetings of Security Holders

The Company encourages shareholder participation at its AGMs including by making notices of meetings available on its website. Typically, shareholder meetings are convened in Brisbane where the Company's head office is located. Shareholders are able to attend in person, appoint a proxy to attend in person (e.g. Australian Shareholders' Association), or complete and submit their proxy forms in writing. The Company's External Auditor attends the Company's AGMs and is available to answer any questions which shareholders may have about the conduct of external audit for the relevant financial year and the preparation and content of the audit report.

6.4 Substantive Resolutions Decided by Poll

All substantive resolutions at meetings of the Company's security holders are decided by a poll rather than by a show of hands.

6.5 Facilitate Electronic Communications

The Company has the capability to communicate with shareholders electronically through its website, email communications and Twitter. Electronic contact details are provided on the Company's website.

Security holders can opt to receive electronic communications from the Company's share registry, Link Market Services.

7 RECOGNISE AND MANAGE RISK

7.1 Risk Committee

The Board has not set up a stand-alone risk committee, but has established a combined Audit and Risk Management Committee, which is responsible for:

- ensuring the development of an appropriate risk management policy framework that will provide guidance to management in implementing appropriate risk management practices throughout the Company's operations, practices and systems;
- defining and periodically review management as it applies to the Company and clearly identify all the stakeholders;
- ensuring that the committee clearly communicate the Company's risk management philosophy, policies and strategies to Directors, senior executives, employees, contractors and appropriate stakeholders;
- ensuring that Directors and senior executives establish a risk aware culture which reflects the Company's risk policies and philosophies;
- reviewing methods of identifying broad areas of risk and set parameters or guidelines for business risk reviews; and
- considering capital raising, treasury and market trading activities with particular emphasis on risk treatment strategies, products and levels of authority.

A copy of the Charter can be accessed on the Company's website under *Corporate Governance*. For more information refer to Recommendation 4.1.

Additionally, the Board Agenda has standing items for management to report against various risk and compliance issues associated with the Company and its business.

7.2 Annual Risk Review

The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required by the Board to report back on the efficiency and effectiveness of risk management, inter alia, by benchmarking the Company's performance against industry standards.

The risk profile of the Company contains both financial and non-financial factors including operational, field and geological risks, and a range of financial and corporate risks. To mitigate these risks, the Company has in place an experienced Board, regular Board meetings, an Audit and Risk Management Committee which aims to meet at least bi-annually, six monthly financial and internal audits, rigorous appraisal of new investments, and advisers familiar with the Company. The Company's risks have been reviewed on a regular basis throughout the reporting period by the Board.

7.3 Internal Audit

The Company does not have a formal internal audit function due to its current size. The Audit and Risk Management Committee monitors the need for an internal audit function. The Company's management periodically undertakes an internal review of financial systems and processes and where systems are considered to require improvement, these systems are developed.

The Company's External Auditor is consulted for advice by the CFO and / or the Chair of the Audit and Risk Management Committee. At this stage the Company's operational and financial functions are not complex, and all expenditure authorizations include the CEO and the CFO or Company Secretary. All suppliers are known to the Company, and any irregular or unrecognised expenses are routinely queried and discussed with one of the three personnel noted above.

7.4 Sustainability Risks

The Company, as an exploration company, faces inherent risks in its activities, including economic, environmental and social sustainability risks which may have a material impact on the Company's ability to create value for its shareholders.

The Board regularly monitors the operational and financial performance of the Company's activities. It monitors and receives advice on areas of operation and financial risk and considers strategies for appropriate risk management. All operational and financial strategies adopted are aimed at improving the value of the Company's projects and assets. However, the Directors recognise that mineral exploration and evaluation is inherently risky. Material business risks will be addressed in the Review of Operations in the Annual Report.

In relation to environmental risks, the Company closely monitors its exposure to all such risks at the Company's current projects and seeks the input of specialist environmental consultants as required.

The Company does not consider that it currently has a material exposure to the risks associated with Climate Change. The reasons are set out in the Director's Report of the 2021 Annual Report.

8 REMUNERATE FAIRLY AND RESPONSIBLY

8.1 Remuneration Committee

The Board has not established a Remuneration Committee. The Board considers that given the Company's size, no efficiencies or other benefits would be gained by the establishment of such a committee. The role of the Remuneration Committee is carried out by the full Board. The Board has recourse to the framework for the Remuneration Committee Charter, which is part of the Company's Corporate Governance Charter.

In terms of remuneration structures for Directors and Executives, the Board benchmarks itself against industry peers, broad remuneration trends and statistics available via third party providers, and recruitment or human resource providers as appropriate to any appointment or review process.

8.2 Disclosure of Executive and Non-Executive Director Remuneration Policy

The Board of Directors is responsible for determining and reviewing compensation arrangements for the Directors and the Executive team. The Board assesses the appropriateness of the nature and amount of remuneration of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Board and Executive team.

Disclosure of the remuneration details for Directors and Executives occurs each year in the Remuneration Report segment of the Company's Annual Report. Details of the CEO's remuneration arrangements are published on the ASX at the time they are established and at the time of any material change thereafter.

The constitution of the Company provides that the Non-Executive Directors are entitled to remuneration as determined by the Company (and approved by shareholders) to be apportioned among them in such manner as the Directors agree and, in default of agreement, equally. The aggregate remuneration currently determined by the Company is \$350,000 per annum. Additionally, Non-Executive Directors are entitled to be reimbursed for properly incurred expenses. Directors may have the opportunity to qualify for participation in the Company's option plan, subject to governance considerations and the approval of shareholders.

The remuneration of the Executives may from time to time be fixed by the Board, which will comprise a fixed remuneration component and also may include offering specific short and long-term incentives in the form of performance-based salary increases and/or bonuses; and/or the issue of options.

Details of the Company's remuneration arrangements for Non-Executive Directors, Executive Directors and senior Executives including fee rates, are set out in the Remuneration Report in the Annual Report.

8.3 Equity Based Remuneration Scheme

The Company's Share Trading Policy specifically prohibits Directors and senior Executives from engaging in short-term trading in the Company's securities. The Share Trading Policy can be accessed on the Company's website under *Corporate Governance*.

Under the Company's Securities Trading Policy, participants are not permitted to enter into any form of transaction or hedging arrangement which would limit the economic risk associated with unvested securities or securities subject to any form of holding lock.