

RECOMMENDATION (FOURTH EDITION)	FOLLOWED	EXPLANATION
<b>PRINCIPLE 1: Lay solid foundation for management and oversight</b>		
<b>Recommendation 1.1</b>		
<p>A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	Yes	<p><b>The board is governed by:</b></p> <ul style="list-style-type: none"> <li>• The Company Constitution.</li> <li>• Corporations Act 2001.</li> <li>• The ASX Listing Rules.</li> </ul> <p>The main function of the board is to lead and oversee the management and strategic direction of the Company and management and to provide direction in implementing the Company's strategy.</p> <p>The Company's board Charter sets out (amongst other things):</p> <p>(a) the roles and responsibilities of the board and of management;</p> <p>(b) the matters expressly reserved to the board; and</p> <p>(c) the matters delegated to management</p> <p><b>Role of the board</b></p> <p>The board's key responsibilities are as follows:</p> <ul style="list-style-type: none"> <li>• Setting the strategic aims of the Company and overseeing management's performance within that framework.</li> <li>• Establishing the Company's values and code of conduct to underpin the desired culture and ensuring adherence to those values and the code of conduct.</li> <li>• Approving the remuneration of the board within the limits approved by Shareholders.</li> <li>• Selecting and appointing a Chair and Managing Director (or equivalent) with the appropriate skills to help the Company in the pursuit of its objectives.</li> <li>• Ensuring the health, safety and well-being of all employees including, in conjunction with management, developing, overseeing and reviewing the effectiveness of the Company's occupational health and safety systems.</li> <li>• Ensuring the necessary resources (financial and human) are available to the Company and management to meet its objectives.</li> <li>• Oversight of reporting and communication with shareholders</li> <li>• Ensuring an adequate system is in place for the proper delegation of duties for the effective day to day running of the Company.</li> <li>• Overseeing and measuring management's performance in making progress on the Company's strategic plan.</li> </ul>

		<ul style="list-style-type: none"> <li>• Reviewing and approving financial reporting, budgets, capital structures and material contracts</li> <li>• Ensuring that a sound framework of risk management and internal controls is in place for financial and non-financial risk, and setting the risk appetite within which management is expected to operate; and</li> <li>• Ensuring an appropriate framework exists for relevant information to be reported by management to the board.</li> </ul> <p><b>Delegation to Management</b></p> <p>Other than matters specifically reserved for the board, responsibility for the operation and administration of the Company has been delegated to the Managing Director. This responsibility is subject to an approved delegation of authority which is reviewed regularly and at least annually.</p> <p>Internal control processes are designed to allow the Managing Director and management to operate within the parameters approved by the board and in such a way as to not commit the Company to activities or obligations outside of delegated authorities.</p>
<b>Recommendation 1.2</b>		
<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Yes	<p>Prior to the appointment of a person, or putting forward to security holders a candidate for election, as a director, the Company undertakes checks which it believes are appropriate to verify a director's character, experience, education, criminal record and bankruptcy history including for new directors:</p> <ul style="list-style-type: none"> <li>• background and reference checking; and</li> <li>• requesting information in relation to the person's current and previous positions, directorships, bankruptcy history and any potential conflicts of interests.</li> </ul> <p>The Company ensures that all material information in its possession relevant to a shareholder's decision whether to elect or re-elect a director, including the information referred to in Recommendation 1.2, is provided to shareholders in the Company's Notice of Annual General Meeting.</p>
<b>Recommendation 1.3</b>		
<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	<p>Each director and senior executive of the Company has an agreement in writing with the Company which sets out the key terms and conditions of their appointment including their duties, rights and responsibilities and (to the extent applicable) the matters referred to in the commentary to Recommendation 1.3.</p>

Recommendation 1.4		
<p>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.</p>	Yes	<p>The company secretary has a direct line of reporting to the Chair and is responsible for:</p> <ul style="list-style-type: none"> <li>advising and supporting the Chair and the board and its committees to manage the day-to-day governance framework of the Company;</li> <li>assisting with board effectiveness by monitoring where applicable board and committee policies, procedures and charters are followed and coordinating timely completion and dispatch of board agendas and papers; and</li> <li>assisting with all matters related to the proper functioning of the board including advising on governance matters and assisting with induction and professional development of directors.</li> </ul> <p>The appointment or removal of the company secretary is a matter for the board. Details of the company secretary's experience and qualification are set out in the Company's Annual Report.</p>
Recommendation 1.5		
<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:</p> <ul style="list-style-type: none"> <li>the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</li> <li>if the entity is a "relevant employer" under the Workplace Gender Equality</li> </ul>	No	<p>While the Company embraces the concept of diversity, there is no formal diversity policy given the size of the Company and the stage of the entity's life. The board notes that in the future, as the Company grows and increases in size and activity, the board will review the Company's policy needs on at least an annual basis.</p> <p>The Company recognises that each employee brings their own unique capabilities, experiences and characteristics to their work and the Company values such diversity in all that it does. The Company believes in treating people with respect and dignity. The Company strives to create a supportive and understanding environment in which all individuals realise their maximum potential within the Company, regardless of their differences. The Company is committed to employing the best person for the position being filled regardless of gender. For the reporting period, the Company provides the following information in relation to employees:</p> <ul style="list-style-type: none"> <li>30 % of Women employees in whole organisation: (2021: 30%)</li> <li>33 % of Women in senior executive positions: (2021: 33%)</li> <li>0 % Women on the board: (2020: 0%)</li> </ul>

Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.		
<b>Recommendation 1.6</b>		
<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Yes	<p>The board adopted a board Performance Evaluation Policy during the year to facilitate the process to evaluate the performance of its board, committees and individual directors. The purpose of the policy is to ensure that individual directors and the board as a whole work efficiently and effectively in achieving their functions.</p> <p>As the policy was only adopted at the end of the reporting period a formal evaluation was not undertaken, however an informal review was undertaken by the board takes into account various matters including those set out in the Board Charter.</p>
<b>Recommendation 1.7</b>		
<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Partial	<p>The Chair and non-executive Directors review the performance of the senior executives. These evaluations take into account criteria such as the achievement and performance towards the Company's objectives and (where appropriate) performance benchmarks and the achievement of individual performance objectives. However, the board also recognises the need for flexibility in defining performance objectives which must reflect the current status of the Company (as a junior exploration company) and the development of its projects.</p> <p>The new senior executives commenced during the year, with the review of incentive rights and performance rights issued under the Company's Incentive Option and Performance Rights Scheme.</p>
<b>PRINCIPLE 2 – Structure the Board to add value</b>		
<b>Recommendation 2.1</b>		
<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p>	No	<p>The board believes that given the size of the Company and the stage of the entity's life as a publicly listed junior exploration company that the cost of establishing a nomination committee in line with ASX Recommendation 2.1 and establishing a formal charter cannot be justified by the perceived benefits of doing so. As such, the whole board currently carries out this function. It is anticipated that a formal nomination committee will be developed in the future, as the Company develops further.</p>

<p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings;</p> <p>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>		
<b>Recommendation 2.2</b>		
<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>Yes</p>	<p>The board regularly evaluates the mix of skills, experience and diversity at the board level. The board believes that a highly credentialed Board, with a diversity of background, skills and perspectives, will be effective in supporting and enabling delivery of good governance for the Company and value for the Company's shareholders. The mix of skills comprised in the current board, and that the board would look to maintain, and to build on, includes:</p> <ul style="list-style-type: none"> <li>• resources industry expertise;</li> <li>• metallurgy and metals marketing expertise;</li> <li>• experience in dealing with joint ventures and high levels of government and regulators;</li> <li>• high level of business acumen;</li> <li>• technical expertise (including finance);</li> <li>• ability to think strategically;</li> <li>• governance experience and expertise.</li> </ul> <p>The board aspires to have a board comprised of individuals with diverse experience and expertise and will be mindful of this when making appointments which will also be based on merit.</p> <p>The Company's website includes a Board Skill Matrix that summarises the skills, attributes and experience of the directors serving on the board as of 30 June 2022.</p>
<b>Recommendation 2.3</b>		
<p>A listed entity should disclose:</p> <p>a) the names of the directors considered by the board to be independent directors;</p>	<p>Yes</p>	<p>In the opinion of the board, to qualify as being "independent", a director must be independent of management and free of any business or other relationship which could materially interfere or could reasonably be perceived to interfere materially with the Director's independent exercise of their judgment.</p>

<p>b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>c) the length of service of each director.</p>		<p>The ASX Corporate Governance Council identifies factors relevant to assessing the independence of a director. These include:</p> <ul style="list-style-type: none"> <li>• the length of service of each director;</li> <li>• employment in an executive capacity by the entity;</li> <li>• has a material business relationship or is a provider of material professional services to the entity;</li> <li>• has a material contractual relationship with the entity; or</li> <li>• a close family tie with any person within any of the categories described above.</li> </ul> <p>During the reporting period, the board considered Mr Anderson, Mr Zaninovich and Mr Janes to be independent directors.</p> <p>Mr Wither was Managing Director of the Company from the 10 August 2021 and is therefore not considered an independent director.</p> <p>Mr Cmrlec is a Director of Pantoro Ltd (ASX:PNR) who are a substantial holders of the Company and therefore Mr Cmrlec is not considered to be an independent director.</p> <p>The names of the directors of the Company and terms in office at the date of this statement together with their skills, experience, expertise and financial interests in the Company are set out in the Directors' Report of the Annual Report.</p>
<b>Recommendation 2.4</b>		
<p>A majority of the board of a listed entity should be independent directors.</p>	<p>Yes</p>	<p>The composition of the board consisted of five directors, three of whom, are independent directors.</p>
<b>Recommendation 2.5</b>		
<p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>Yes</p>	<p>The role of Chair of the board is separate from that of the Managing Director, who is responsible for the day-to-day management of the Company and is in compliance with the ASX Recommendation.</p> <p>Mr Steven Zaninovich was appointed as Chair from March 2021.</p>
<b>Recommendation 2.6</b>		

A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	<p>All new directors are provided with an induction including comprehensive meetings with the Chair, management, and provision of information on the Company including Company and board policies and other material documents.</p> <p>All directors are expected to maintain the skills required to effectively discharge their obligations to the Company. Directors are encouraged to undertake continuing professional education such as industry seminars and approved education courses.</p>
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### PRINCIPLE 3 – Instil a culture of acting lawfully, ethically and responsibly

#### Recommendation 3.1

A listed entity should articulate and disclose its values	Partial	The Company has a Code of Conduct Policy that addresses the standards of behaviour expected of all its employees, directors, officers, contractors and consultants. The Code of Conduct Policy is available on the Company's website.
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#### Recommendation 3.2

<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have a code of conduct for its directors, senior executives and employees; and</li> <li>b) ensure that the board or committee is informed of any breaches of that code</li> </ul>	Yes	The Company has a Code of Conduct Policy that addresses the standards of behaviour expected of all its employees, directors, officers, contractors and consultants. The Code of Conduct Policy is available on the Company's website.
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#### Recommendation 3.3

<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have and disclose a whistleblower policy; and</li> <li>b) ensure that the board or committee is informed of any material incidents reported under that policy.</li> </ul>	Yes	The Company's Whistleblower Policy is available on the Company's website.
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#### Recommendation 3.4

<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have and disclose an anti-bribery and corruption policy; and</li> <li>b) ensure that the board or committee is informed of any material breaches of that policy.</li> </ul>	Yes	The Company's Anti-Bribery and Corruption Policy is available on the Company's website.
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### PRINCIPLE 4 – Safeguard the integrity of corporate reports

<b>Recommendation 4.1</b>		
<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the board, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	Yes	<p>The Company has established an Audit, Risk and Corporate Governance Committee to oversee corporate governance over internal controls, ethical standards, financial reporting, and external accounting and compliance procedures. Also, the board as a whole addresses the governance aspects of the full scope of the Company's activities to ensure that it adheres to appropriate ethical standards.</p> <p>The main responsibilities of the Audit, Risk and Corporate Governance Committee include:</p> <ul style="list-style-type: none"> <li>• reviewing, assessing and making recommendations to the board on the annual and half-year financial reports released to the market by the Company;</li> <li>• overseeing establishment, maintenance and reviewing the effectiveness of the Company's internal control and ensuring efficacy and efficiency of operations, reliability of financial reporting and compliance with applicable Accounting Standards and ASX Listing Rules;</li> <li>• liaising with and reviewing reports of the external auditor; and</li> <li>• reviewing performance and independence of the external auditor and where necessary making recommendations for the appointment and removal of the Company's auditor.</li> </ul> <p>For the annual period ending 30 June 2022, the Audit, Risk and Corporate Governance Committee consisted of a majority of independent non-executive directors and was chaired by Mr Martin Janes, an independent non-executive director.</p> <p>The Committee's members and their relevant qualifications and experience, the number of times the Committee met throughout the reporting period and the attendance of the Committee's members at those meetings are detailed in the Annual Reports.</p> <p>The Audit, Risk and Corporate Governance Committee's Charter can be viewed on the Company's website.</p>
<b>Recommendation 4.2</b>		
<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the</p>	Yes	<p>The Board has received a declaration in the form set out in Recommendation 4.2 from its CEO and CFO in relation to the half-year financial statements and annual financial statements.</p>



basis of a sound system of risk management and internal control which is operating effectively.		
<b>Recommendation 4.3</b>		
A listed entity should disclose its process to verify the integrity of any periodic corporate report that is released to the market that is not audited or reviewed by an external auditor.	Yes	<p>A periodic corporate report includes an entity's annual directors' reports, and some cases, integrated reports (if prepared as a separate annual report) and sustainability reports.</p> <p>The preparation of public corporate reports is a similar methodology to the preparation of reports that are audited and reviewed by an external auditor. At all times, the Company strives to satisfy itself that the report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions.</p> <p>The originator of the report ensures that all statements and financial information or calculations are supported by source documentation or factual evidence that have a reasonable basis. All assumptions within a document or financial model are disclosed and considered for appropriateness. Material accuracy is achieved by reviews undertaken within the organisation, and final review and approval are undertaken by the board.</p> <p>If the Company has any uncertainty regarding the material accuracy of a corporate report, the Company will seek external advice or review of the document. All errors or misleading information that may be published is corrected by the Company via separate release as soon as the Company becomes aware of the error.</p>
<b>PRINCIPLE 5 – Make timely and balanced disclosures</b>		
<b>Recommendation 5.1</b>		
A listed entity should have a written policy for complying with its continuous disclosure obligations under the Listing Rules disclose that policy or a summary of it.	Yes	<p>The Company has adopted a continuous disclosure policy and operates under the continuous disclosure requirements of the ASX Listing Rules and ensures that all information that may be expected to affect the value of the Company's securities or influence investment decisions is released to the market in order that all investors have equal and timely access to material information concerning the Company. The information is made publicly available on the Company's website, following release to the ASX.</p> <p>The Continuous Disclosure Policy can be viewed at the Company's website.</p>
<b>Recommendation 5.2</b>		
A listed entity should ensure that the board receives copies of all material market announcements promptly after they have been made.	Yes	All Directors of the Company are aware of an ASX release prior to lodgement. Once lodged they receive confirmation that the announcement has been lodged.

Recommendation 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.	Yes	In accordance with the Company's Continuous Disclosure policy, a copy of any presentation materials used by the Company must first be released on the ASX Market Announcements Platform ahead of the presentation, to ensure a fully informed market.
PRINCIPLE 6 – Respect the rights of security holders		
Recommendation 6.1		
A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information about the Company's Corporate Governance Statement is located on the Company's website.
Recommendation 6.2		
A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	No	<p>Due to the size of the Company and the stage of life of the entity as a publicly listed junior exploration company, the board does not believe a formal policy for shareholder communication is required.</p> <p>The board aims to ensure that shareholders are informed of all major developments affecting the Company's state of affairs. In accordance with the ASX Recommendations, information is communicated to shareholders as follows:</p> <ul style="list-style-type: none"> <li>the annual financial report which includes relevant information about the activities of the Company during the year;</li> <li>changes in the state of affairs of the entity and details of future developments, in addition to the other disclosures required by the Corporations Act 2001;</li> <li>the half-yearly financial report lodged with ASX and Australian Securities and Investments Commission (ASIC);</li> <li>notifications relating to any proposed major changes in the Company which may impact share ownership rights that are submitted to a vote of shareholders in accordance with ASX Listing Rules and the Corporations Act.</li> <li>notices of all meetings of shareholders;</li> <li>publicly released documents including the full text of notices of meetings and explanatory material made available on the Company's website; and</li> <li>disclosure of the Company's Corporate Governance practices and communications strategy on the entity's website.</li> </ul>

		The Company's Continuous Disclosure Policy also outlines policies and requirements for communications with analysts and investors to ensure that the communications are effective and comply with the Company's continuous disclosure obligations under the Corporations Act and the ASX Listing Rules.
<b>Recommendation 6.3</b>		
A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Partial	The board encourages full participation of shareholders at the Annual General Meeting and general meetings to ensure a high level of accountability and identification with the Company's strategy and goals. Important issues are presented to the shareholder as single resolutions and shareholder discussion of the resolutions is encouraged.
<b>Recommendation 6.4</b>		
A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than a show of hands.	Yes	It is the responsibility of the person chairing the meeting of security holders (Chair) to ascertain the true will of the security holder attending and voting at the meeting, whether they attend in person or by proxy or other representatives. This is achieved by the Chair noting the outcome of the resolution by the proxy results prior to the meeting and meeting voting conducted by a poll.
<b>Recommendation 6.5</b>		
A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company gives security holders the option to receive communications from, and send communications to, the Company and its security registry electronically as provided by the Company's share registry.
<b>PRINCIPLE 7 – Recognise and manage risk</b>		
<b>Recommendation 7.1</b>		
The board of a listed entity should have a committee or committees to oversee risk, each of which has at least three members, a majority of whom are independent directors; and is chaired by an independent director, and disclose the charter of the committee; the members of the committee; and as at the end of each reporting period, the number of times the committee met throughout the period and the	Yes	The Company has established an Audit, Risk and Corporate Governance Committee to oversee risk, whether financial, operations or otherwise. The Audit, Risk and Corporate Governance Committee comprises three non-executive directors and is chaired by an independent director, Mr Martin Janes, who is not the chair of the board. The Managing Director is also a member of the Audit, Risk and Corporate Governance Committee.

<p>individual attendances of the members at those meetings.</p> <p>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>The Committee's members and their relevant qualifications and experience, the number of times the Committee met throughout the reporting period and the attendance of the Committee's members at those meetings are detailed in the Annual Reports.</p> <p>The Audit, Risk and Corporate Governance Committee's Charter can be viewed on the Company's website.</p>
<b>Recommendation 7.2</b>		
<p>The board or a committee of the board should review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and disclose, in relation to each reporting period, whether such a review has taken place.</p>	No	<p>Due to the size of the Company and the stage of life of the entity as a publicly listed junior exploration company, and the inherent risks associated with the industry it operates in, the Board does not believe formal policies for oversight and management of risk is required nor a mechanism for formal review be established.</p>
<b>Recommendation 7.3</b>		
<p>A listed entity should disclose if it has an internal audit function, how the function is structured and what role it performs, or, if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	No	<p>Given the size of the Company and the stage of life of the entity as a publicly listed junior exploration company, there is no formal internal audit department.</p> <p>The Company has in place an Occupational Health and Safety Policy, Indigenous Peoples Policy and Drugs and Alcohol Policy which is developed and updated to help manage these risks. Copies of these policies are located on the Company's website.</p> <p>The Audit, Risk and Corporate Governance Committee meets regularly to receive and consider reports on, and monitor and discuss, known and emerging risk and compliance issues, including non-financial operational and other business risks.</p> <p>In support of the functions of the Audit, Risk and Corporate Governance Committee, the Company's managers are directly responsible for risk management in their respective areas of accountability.</p> <p>Operational, financial, legal, compliance, strategic and reputational risks continue to be managed primarily by the Director's and where appropriate, these risks are managed with the support of relevant external professional advisers.</p>
<b>Recommendation 7.4</b>		

<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Yes</p>	<p>The Company undertakes minerals exploration and as such, faces risks inherent to its business, including economic, environmental and social sustainability risks, which may materially impact the Company's ability to create or preserve value for security holders over the short, medium or long term.</p> <p>One of the Company's core values is safety; and it prioritises safety and health to people, the environment and the community. The Company views sustainable and responsible business practices as an important long term driver of performance and shareholder value and is committed to transparency, fair dealing, responsible treatment of employees and partners and positive interaction with the community.</p> <p>The Company has in place an Environmental Policy. A copy of this policy is located on the Company's website.</p>
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## PRINCIPLE 8 – Remunerate fairly and responsibly

### Recommendation 8.1

<p>The board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a 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 remuneration is appropriate and not excessive.</p>	<p>Yes</p>	<p>The board has a Remuneration Committee which was formed during the reporting period. The Remuneration Committee has a formal charter, which is available on the Company's website.</p> <p>The role of the Remuneration Committee is to assist the board in the general application of the remuneration policy. In doing so, the remuneration committee is responsible for:</p> <ul style="list-style-type: none"> <li>• developing remuneration policies for Directors and Key Management Personnel, with the assistance as necessary, of independent consultants;</li> <li>• reviewing Key Management Personnel remuneration packages annually and, based on these reviews, making recommendations to the Board on remuneration levels for Key Management Personnel; and</li> <li>• assisting the Chair in reviewing KMP performance and reporting to the Board on Key Management Personnel performance.</li> </ul> <p>The Remuneration Committee consists of a majority of independent non-executive directors, with Gerard Anderson as the Committee Chair. Mr Anderson is an independent director.</p>
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### Recommendation 8.2

<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and</p>	<p>Yes</p>	<p>The Company's remuneration practices are set out as follows:</p> <p>The Company's Constitution specifies that the total amount of remuneration of non-executive directors shall be fixed from time to time by a general meeting. The current maximum</p>
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<p>the remuneration of executive directors and other senior executives.</p>	<p>aggregate remuneration of non-executive directors has been set at \$300,000 per annum. Directors may apportion any amount up to this maximum amount amongst the non-executive directors as they determine. Directors are also entitled to be paid reasonable travelling, accommodation and other expenses incurred in performing their duties as directors.</p> <p>Non-executive director remuneration is by way of fees and/or statutory superannuation contributions. Non-executive directors do not participate in schemes designed for the remuneration of executives nor do they receive options or bonus payments and are not provided with retirement benefits other than salary sacrifice and statutory superannuation.</p> <p>The remuneration of the Managing Director is determined by the board as part of the terms and conditions of his employment which are subject to review from time to time. The remuneration of employees is determined by the Managing Director subject to the approval of the board following a recommendation from the remuneration committee.</p> <p>The Company's remuneration structure is based on a number of factors including the particular experience and performance of the individual in meeting key objectives of the Company. The board is responsible for assessing relevant employment market conditions and achieving the overall, long term objective of maximising shareholder benefits, through the retention of high-quality personnel.</p> <p>The Company does not presently emphasise payment for results through the provision of cash bonus schemes or other incentive payments based on key performance indicators of the Company given the nature of the Company's business as a recently listed mineral exploration entity and the current status of its activities. However, the board may approve the payment of cash bonuses from time to time in order to reward individual executive performance in achieving key objectives as considered appropriate by the board.</p> <p>The Company also has an Incentive Option and Performance Rights Scheme approved by shareholders that enable the board to offer eligible employees rights to acquire ordinary fully paid shares in the Company. Under the terms of the Plan, rights to acquire ordinary fully paid shares at no cost may be offered to the Company's eligible employees as determined by the board in accordance with the terms and conditions of the Plan. The objective of the Plan is to align the interests of employees and shareholders by providing employees of the Company with the opportunity to participate in the equity of the Company as a long term incentive to achieve greater success and profitability for the Company and to maximise the long term performance of the Company. The non-executive directors are not eligible to participate in the Plan.</p>
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		<p>The employment conditions of the Managing Director are formalised in a contract of employment. The Managing Director's contract may be terminated at any time by mutual agreement or without notice in serious instances of misconduct.</p> <p>Further details of the director's remuneration are set out in the Remuneration Report section of the Directors' Report.</p>
<b>Recommendation 8.3</b>		
<p>A listed entity that has an equity-based remuneration scheme and should 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 disclose that policy or a summary of it.</p>	Yes	<p>The Company has an equity-based remuneration scheme.</p> <p>The Company's Securities Trading Policy provides that participants in the scheme must not enter into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested equity interest. The Securities Trading Policy is located on the Company's website.</p>

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

MAXIMUS RESOURCES LIMITED

ABN/ARBN

74 111 977 354

Financial year ended:

30 June 2022

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

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

The Corporate Governance Statement is accurate and up to date as at 10 October 2022 and has been approved by the board.

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

Date: 10 October 2022

Rajita Alwis:

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

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

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

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

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

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

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

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



**ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES**

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: <a href="http://maximusresources.com/wp-content/uploads/2020/11/MXR_Board-Charter.pdf">http://maximusresources.com/wp-content/uploads/2020/11/MXR_Board-Charter.pdf</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <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 <b>OR</b> <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 checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <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 <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input 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&amp;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 <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in the Company's Corporate Governance Statement]</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the Company's Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></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, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) in the Company's Corporate Governance Statement] and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the Company's Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></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, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input 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 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:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></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"/></p> <p>and we have disclosed our board skills matrix at:</p> <p><a href="http://maximusresources.com/corporate-governance/">http://maximusresources.com/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at:</p> <p>Annual Report 2022 – Directors Report</p> <p>and, where applicable, the information referred to in paragraph (b) at:</p> <p>N/A</p> <p>and the length of service of each director at:</p> <p>Annual Report 2022 – Directors Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <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 checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <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 <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: <a href="http://maximusresources.com/wp-content/uploads/2020/11/MXR_Code-of-Conduct-Policy.pdf">http://maximusresources.com/wp-content/uploads/2020/11/MXR_Code-of-Conduct-Policy.pdf</a>	<input checked="" 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: <a href="http://maximusresources.com/wp-content/uploads/2020/11/MXR_Code-of-Conduct-Policy.pdf">http://maximusresources.com/wp-content/uploads/2020/11/MXR_Code-of-Conduct-Policy.pdf</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
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: <a href="http://maximusresources.com/wp-content/uploads/2020/11/MXR_Whistle_Blower_Policy.pdf">http://maximusresources.com/wp-content/uploads/2020/11/MXR_Whistle_Blower_Policy.pdf</a>	<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: <a href="http://maximusresources.com/wp-content/uploads/2022/10/20220217-MXR-Anti-Bribery-and-Anti-Corruption-Policy-FINAL.pdf">http://maximusresources.com/wp-content/uploads/2022/10/20220217-MXR-Anti-Bribery-and-Anti-Corruption-Policy-FINAL.pdf</a>	<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, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at:  <a href="http://maximusresources.com/wp-content/uploads/2020/11/MXR_Audit-and-Risk-Charter.pdf">http://maximusresources.com/wp-content/uploads/2020/11/MXR_Audit-and-Risk-Charter.pdf</a>            and the information referred to in paragraphs (4) and (5) at:            Annual Report 2022 – Directors Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="http://maximusresources.com/wp-content/uploads/2020/11/MXR_Continuous-Disclosure-Policy.pdf">http://maximusresources.com/wp-content/uploads/2020/11/MXR_Continuous-Disclosure-Policy.pdf</a>	<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
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="http://maximusresources.com/corporate-governance/">http://maximusresources.com/corporate-governance/</a>	<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 type="checkbox"/>	<input checked="" 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 type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: ..... [insert location]	<input checked="" 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

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
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"/> and we have disclosed a copy of the charter of the committee at: <a href="http://maximusresources.com/wp-content/uploads/2020/11/MXR_Audit-and-Risk-Charter.pdf">http://maximusresources.com/wp-content/uploads/2020/11/MXR_Audit-and-Risk-Charter.pdf</a> and the information referred to in paragraphs (4) and (5) at: Annual Report 2022 – Directors Report</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 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>..... [insert location]</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>



Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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 type="checkbox"/> <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>[insert location]</i>	<input checked="" 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"/> and we have disclosed whether we have any material exposure to environmental and social risks at: <a href="http://maximusresources.com/wp-content/uploads/2020/11/MXR_Environmental-Policy.pdf">http://maximusresources.com/wp-content/uploads/2020/11/MXR_Environmental-Policy.pdf</a> and, if we do, how we manage or intend to manage those risks at: <a href="http://maximusresources.com/wp-content/uploads/2020/11/MXR_Environmental-Policy.pdf">http://maximusresources.com/wp-content/uploads/2020/11/MXR_Environmental-Policy.pdf</a>	<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, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:  <a href="http://maximusresources.com/wp-content/uploads/2022/10/20220217-MXR-Remuneration-Committee-Charter-FINAL.pdf">http://maximusresources.com/wp-content/uploads/2022/10/20220217-MXR-Remuneration-Committee-Charter-FINAL.pdf</a></p> <p>and the information referred to in paragraphs (4) and (5) in the Corporate Governance Statement.</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>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></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>2022 Annual Report – Directors Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></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:  <a href="http://maximusresources.com/wp-content/uploads/2020/11/MXR_Dealing-in-securities-policy.pdf">http://maximusresources.com/wp-content/uploads/2020/11/MXR_Dealing-in-securities-policy.pdf</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></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, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
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: ..... <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <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 <b>OR</b> <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <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 <b>OR</b> <input checked="" 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
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<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: ..... <i>[insert location]</i>	<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, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
-	<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>