
16 September 2022

2022 Appendix 4G and Corporate Governance Statement

St Barbara Limited (ASX: SBM) ("**Company**" or "**St Barbara**") submits the attached 2022 Appendix 4G and Corporate Governance Statement in accordance with ASX Listing Rules 4.7.3, 4.7.4 and 4.10.3, which reference the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

St Barbara has reported against and has consistently complied with the 4th edition of the Corporate Governance Principles and Recommendations published in February 2019.

The Corporate Governance Statement complements, and should be read in conjunction with, information contained in the Company's corresponding Annual Report and Sustainability Report, both released today and are available at www.stbarbara.com.au.

Authorised by

Board of Directors

For more information

Investor Relations

Chris Maitland
Head of Investor Relations

T: +61 3 8660 1914
M: +61 477 120 070

Kasun Liyanaarachchi
Manager Investor Relations

T: +61 8 9380 7854
M: +61 499 538 252

Media Relations

Justine Fisher
Head of People, Communications & Corporate Affairs

M: +61 416 196 403

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

St Barbara Limited

ABN/ARN

36 009 165 066

Financial year ended:

30 June 2022

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://stbarbara.com.au/about-us/governance/>

The Corporate Governance Statement is accurate and up to date as at 24 August 2022 and has been approved by the board.

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

Date: 16 September 2022

Name of authorised officer: Sarah Standish
authorising lodgement: General Counsel and 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 <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
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://stbarbara.com.au/wp-content/uploads/2019/04/St-Barbara-Board-Charter.pdf	<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 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
1.4	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
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (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 (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (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 (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>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 checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at: https://stbarbara.com.au/wp-content/uploads/2021/02/Diversity-and-Inclusion-Policy.pdf and we have disclosed the information referred to in paragraph (c) at: Section 5.10 of the Corporate Governance Statement 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 the board is 33%, which aligns with the recommendation for not less than 30% of directors of each gender within a specified period.</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>
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (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><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: Section 2.10 of the Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Section 2.10 of the Corporate Governance Statement</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>

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 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
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) at: Section 2.10 of the Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Section 2.10 of the Corporate Governance Statement</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>
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"/> and we have disclosed a copy of the charter of the committee at: https://stbarbara.com.au/wp-content/uploads/2020/07/Remuneration-Nomination-Committee-Charter.pdf and the information referred to in paragraphs (a)(4) and (a)(5) at: Section 3.1 of the Corporate Governance Statement and details of the number of Board Committee meetings held during the reporting period and attendance by each Committee member is set out in the Directors' Report in the Company's 2022 Annual Report.</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	<p>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>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: Section 2.7 of the Corporate Governance Statement.</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>

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 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
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: Section 2.2 of the Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: Sections 2.2 and 2.3 of the Corporate Governance Statement and the length of service of each director at: Section 2.2 of the Corporate Governance Statement	<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 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
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 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: Section 5.2 of the Corporate Governance Statement .	<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://stbarbara.com.au/wp-content/uploads/2018/03/Board-Policy-Code-of-Conduct-1.pdf	<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
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://stbarbara.com.au/wp-content/uploads/2018/03/Board-Policy-Whistleblower-Policy.pdf	<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://stbarbara.com.au/wp-content/uploads/2019/04/Anti-Bribery-and-Anti-Corruption-Policy-1.pdf	<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 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 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 checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://stbarbara.com.au/wp-content/uploads/2020/07/Audit-Risk-Committee-Charter.pdf</p> <p>and the information referred to in paragraphs (a)(4) and (a)(5) at: Section 3.1 of the Corporate Governance Statement and details of each director's qualifications and experience including the number of Board Committee meetings held during the reporting period and attendance by each Committee member is set out in the Directors' Report in the Company's 2022 Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</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

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 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 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://stbarbara.com.au/wp-content/uploads/2018/03/Continuous-Disclosure-and-External-Communications-Policy.pdf	<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://stbarbara.com.au/our-company/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: Sections 7.1 and 7.5 of the Corporate Governance Statement	<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

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 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 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"/> and we have disclosed a copy of the charter of the committee at: https://stbarbara.com.au/wp-content/uploads/2020/07/Audit-Risk-Committee-Charter.pdf</p> <p>and the information referred to in paragraphs (a)(4) and (a)(5) at: Section 3.1 of the Corporate Governance Statement and details of the number of Board Committee meetings held during the reporting period and attendance by each Committee member is set out in the Directors' Report in the Company's 2022 Annual 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 checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: Section 6.2 of the Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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.</p>	<p><input checked="" type="checkbox"/> and we have disclosed how our internal audit function is structured and what role it performs at: Section 6.7 of the Corporate Governance Statement</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, 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
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: Sections 6.4, 6.5 and 6.6 of the Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at: Sections 6.4, 6.5 and 6.6 of the Corporate Governance Statement	<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 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 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 checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://stbarbara.com.au/wp-content/uploads/2020/07/Remuneration-Nomination-Committee-Charter.pdf and the information referred to in paragraphs (a)(4) and (a)(5) at: Section 3.1 of the Corporate Governance Statement and details of the number of Board Committee meetings held during the reporting period and attendance by each Committee member is set out in the Directors' Report in the Company's 2022 Annual Report.</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>
8.2	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"/> 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: Section 2.9 of the Corporate Governance Statement and in the Director's Report in the Company's 2022 Annual Report.</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"/> and we have disclosed our policy on this issue or a summary of it at: Section 5.9 of the Corporate Governance Statement</p>	<p><input checked="" 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.	Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" 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.	Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" 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.	Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement OR <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
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.	Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement

Corporate Governance Statement 2022





Contents

WE ARE ST BARBARA	3	5.7 Whistleblower Policy	16
About this statement	5	5.8 Anti-Bribery and Anti-Corruption Policy	16
1. Our approach to governance	5	5.9 Securities Dealing Policy	16
2. Operation of the Board	6	5.10 Diversity and Inclusion Policy	17
2.1 The role of the Board	6	6. Recognise and manage risk	19
2.2 Board Structure and Composition	6	6.1 Risk responsibilities between the Board and management	19
2.3 Director independence	7	6.2 Audit and Risk Committee oversight of risk	19
2.4 The Role of the Chairperson	7	6.3 The Company's approach to risk management ...	19
2.5 The role of the Chief Executive Officer and the Executive Leadership Team	7	6.4 Material risks	20
2.6 Composition, selection and appointment	7	6.5 Response to COVID-19	20
2.7 Board skills and experience	8	6.6 Climate change risk management	20
2.8 Director retirement, re-election, and tenure	8	6.7 Internal Audit function	21
2.9 Remuneration of directors and executives	8	7. Commitment to shareholders	22
2.10 Performance reviews	10	7.1 Shareholder and investor engagement	22
2.11 Other information	10	7.2 Website	22
2.12 The role of Company Secretary	11	7.3 Continuous and periodic disclosure	22
3. Board Committees	12	7.4 Electronic communications	22
3.1 Board Committee structure	12	7.5 Annual General Meetings	23
3.2 Committee membership and responsibilities	13		
4. Integrity in corporate reporting	14		
4.1 Governance oversight of corporate reporting	14		
4.2 Independence of the external auditor	14		
4.3 Attendance of the external auditor at the AGM ...	14		
4.4 Restrictions on the provision of non-audit services by the external auditor	14		
4.5 Financial and corporate reports	14		
5. Ethical conduct and responsible decision-making	15		
5.1 Purpose and vision	15		
5.2 Company values, commitments and culture	15		
5.3 Code of Conduct	15		
5.4 Sustainability	15		
5.5 Health and Safety Policy	16		
5.6 Human Rights Policy and Modern Slavery	16		

We are St Barbara

A growing gold company with a global outlook. We're here to create value in everything we do for our people, our communities and our shareholders.

As we strive towards our vision to be a brilliant, global mining company that grows sustainably and creates enduring, positive impacts, we are guided every day by our five commitments and values-led culture. At St Barbara, doing the right thing genuinely matters to all of us.

We are an Australian based, ASX 200 company with gold mining operations in Australia, Canada and Papua New Guinea. Our assets include our Leonora Operations in Western Australia, our Atlantic Operations in Nova Scotia, Canada and our Simberi Operations in New Ireland Province, Papua New Guinea.

Our commitments



Safety Always



**Empowered People
Diverse Teams**



Stronger Communities



**Respecting the
Environment**



Growing Sustainably

Our values

Our values guide us in our decision-making every day.

We act with honesty and integrity

We treat people with respect

We value working together

We deliver to promise

We strive to do better



Safety Always

Zero harm is always our target. Zero harm to all people as we responsibly operate our assets to their full potential. This focus on safety guides everything we do.



Empowered People Diverse Teams

We are an employer of choice committed to inclusion and diversity. We provide a caring work environment where our talented people feel safe and are empowered to fulfil their potential.



Stronger Communities

We strive to help our communities thrive, grow and prosper. We build meaningful relationships, investing time and energy to ensure local communities are enriched by being our neighbours.



Respecting the Environment

We are committed to caring for the environment. We think differently to find solutions to actively manage and neutralise our impact; because we care about the environment and our planet.



Growing Sustainably

Growing our business sustainably, where it makes sense, and with strong governance practices, means we can add value for everyone: our shareholders, our people and our communities

See the documents that make up the rest of our corporate reporting at www.stbarbara.com.au/investors/

Annual Report

Sustainability Report

Corporate Governance Statement

Our five commitments keep us facing in the same direction and our values guide our decision-making every day across our global operations. Together, they help us to build a strong culture and deliver on our promises.



About this statement

St Barbara Limited (the **Company**) is committed to maintaining high standards of ethics, integrity, and statutory compliance. The Board believes that growing our business sustainably, where it makes sense, and with strong governance practices, means we can add value for everyone, our shareholders, our people and our communities.

We have consistently achieved 100% compliance with the Australian Securities Exchange's Corporate Governance Principles and Recommendations.

The Board has implemented and operates in accordance with a set of corporate governance principles, which it sees as instrumental to the Company's continued growth and achievement of its corporate goals and strategy. The Board continues to review the Company's corporate governance framework and practices to ensure it meets the interests of shareholders.

This Corporate Governance Statement (**Statement**) outlines the key aspects of the Company's corporate governance framework that has been established by the Board and its compliance with ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition) (**ASX Principles**) for the period 1 July 2021 to 30 June 2022.

This Statement should be read in conjunction with the Company's 2022 Annual Report and 2022 Sustainability Report. The Board approved this Statement on 24 August 2022.

Further information about the Company's corporate governance practices and copies of key governance documents referred to in this document are available on the Company's website at: www.stbarbara.com.au/our-company/governance/.

1. Our approach to governance

The Board of the Company (**Board**) is committed to achieving the ASX Principles of corporate governance and business conduct, and fostering a culture which values integrity, ethical behaviour, compliance, accountability, transparency, and respect for all stakeholders.

The Board continues to build on its governance foundation to continually improve and ensure it complies with current regulations, market practices, and stakeholder expectations.

The Company's corporate governance framework plays a critical role in helping the Board and the business deliver on its strategy and objectives. It provides the structure through which business objectives are set, performance is monitored, and risks are managed.

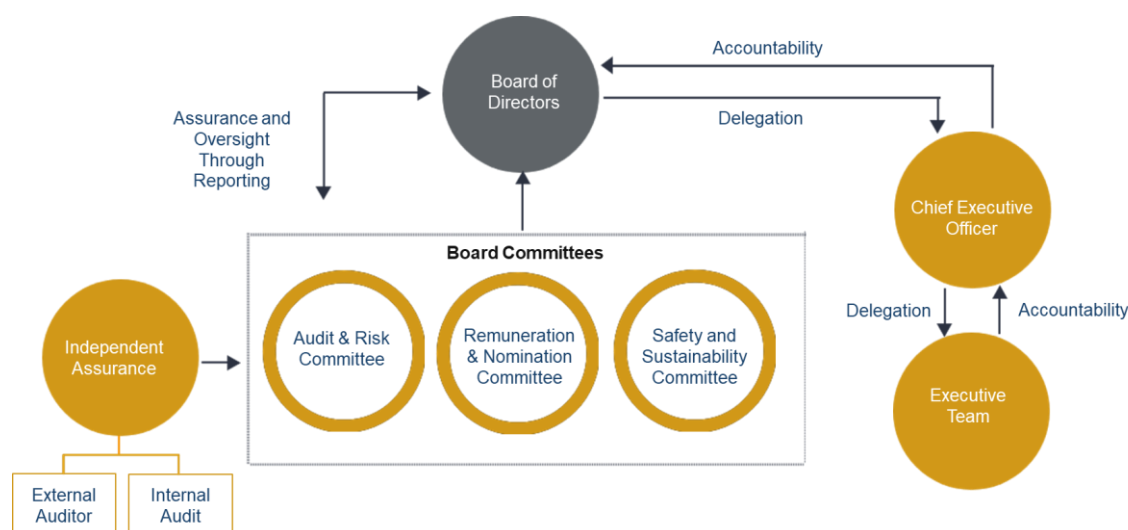
The Company's corporate governance framework and practices are aligned with ASX Principles.

ASX Principles	Sections
Principle 1 Lay solid foundations for management and oversight	2, 5
Principle 2 Structure the Board to be effective and add value	2, 3
Principle 3 Instil a culture of acting lawfully, ethically and responsibly	5
Principle 4 Safeguard the integrity of corporate reports	3, 4
Principle 5 Make timely and balanced disclosure	7
Principle 6 Respect the rights of security holders	7
Principle 7 Recognise and manage risk	6
Principle 8 Remunerate fairly and responsibly	2, 3, 5



2. Operation of the Board

The Company's corporate governance framework as at the date of this Statement is illustrated below:



2.1 The role of the Board

The Board is accountable to shareholders for the overall strategy, governance, and performance of the Company.

The Board has a charter that sets out its authority, responsibilities and membership, and the arrangements by which it operates. The charter also describes those matters expressly reserved for the Board and those matters delegated to management.

The primary role of the Board is to demonstrate leadership and provide overall strategic guidance for the Company and effective oversight of management in implementing the Company's strategic objectives and instilling a culture that supports the Company's purpose and values. The Board meets regularly to review the Company's performance and progress against its strategy.

The Board strives to deliver sustainable value to all its shareholders while taking into account the interests of other stakeholders. The Board recognises its responsibility to act honestly, fairly, diligently and in accordance with the law and to instil these values throughout the organisation.

A delegation of authority has been established by the Board outlining the matters reserved for the Board and those delegated to the executives and management.

Details of the number of Board meetings held during the reporting period and attendance by directors are set out in the Directors' Report in the Company's 2022 Annual Report.

The Board has recently adopted amendments to its **Board Charter** which is available on the Company's website.

2.2 Board Structure and Composition

The Board is structured to comprise of individuals with appropriate diversity skills, knowledge and experience to develop and support the Company's long-term strategy and enable it to discharge its responsibilities and add value, including facilitating effective discussion and efficient decision-making. The Board determines its size and composition, subject to the Constitution of the Company.

On 9 June 2022 Mr Steven Dean resigned from his role as independent non-executive director¹.

As at 30 June 2022, the Board comprised five directors as follows:

- 80% independent directors;
- 40% female directors;
- Directors with tenure ranging from 2.6 years to 8.6 years.

Each director, and their length of service as at the date of this Statement, is listed in the table below. Details of each director's appointment, qualifications, experience, and special responsibilities are set out in Company's 2022 Annual Report.

Non-Executive Directors	Independent	Length of service
Tim Netscher <i>Chairperson</i>	Independent	8 years and 6 months
Kerry Gleeson	Independent	7 years and 3 months
Stef Loader	Independent	3 years and 8 months
David Moroney	Independent	7 years and 5 months
Managing Director & CEO		
Craig Jetson	-	2 years and 6 months

¹ See ASX release: https://stbarbara.com.au/wp-content/uploads/2022/06/2022.06.09.asx-release_resignation-of-director.pdf



2.3 Director independence

The Company recognises that having independent directors ensures that the decisions of the Board reflect the best interests of the Company and its shareholders generally and that those decisions are not biased towards the interests of any one group.

In determining whether a director is independent, the Board considers whether the director is free of interests that could (or could be perceived to) materially interfere with the independent exercise of that director's judgement and their capacity to act in the best interests of the Company and its shareholders generally. The Board takes a qualitative approach to assessing materiality and independence on a case-by-case basis by reference to each director's individual circumstances rather than applying strict quantitative thresholds.

The Board assesses the independence of new directors upon appointment and regularly assesses the independence of each Non-Executive Director. Each director is required to provide the Board with all relevant information to enable it to make this assessment.

The Board has reviewed the independence of each Non-Executive Director in accordance with the ASX Principles. All Non-Executives Directors are considered to be independent.

The Managing Director and Chief Executive Officer, Mr Craig Jetson, is not independent as he is an executive of the Company.

2.4 The Role of the Chairperson

The directors have elected Mr Tim Netscher as Chairperson of the Board. Mr Netscher was appointed to the Board on 17 February 2014 and became the Chairperson on 1 July 2015.

The Chairperson is independent and a Non-Executive Director.

The role of the Chairperson includes leading the Board, facilitating and encouraging constructive Board discussion, monitoring the performance of the Board, its committees, and individual directors, representing the Board to shareholders, and maintaining a regular dialogue and mentoring relationship with the Managing Director and Chief Executive Officer and other executives.

Mr Netscher's qualifications and experience are set out in the Directors' Report in the Company's 2022 Annual Report.

2.5 The role of the Chief Executive Officer and the Executive Leadership Team

The Board delegates management of the Company's affairs and implementation of the corporate strategy and policy initiatives to the Company's Managing Director and Chief Executive Officer, Mr Craig Jetson.

Mr Jetson commenced in the role of Managing Director and Chief Executive Officer (CEO) on 3 February 2020. Mr

Jetson's qualifications and experience are set out in the Directors' Report in the Company's 2022 Annual Report.

The CEO is responsible for the day-to-day management of the Company. All actions of the CEO are guided by the Company's purpose and strategic objectives, as approved by the Board.

The CEO is supported in this function by delegating authority to the appropriate executives for specific activities and transactions. A formal delegation of authority governs these powers and authority, which is approved by the Board and reviewed as required.

The CEO and other executives, working under the supervision of the CEO, are responsible for executing strategic objectives in a way that is consistent with the Company's values, commitments, code of conduct and the risk appetite as set by the Board. Whilst each executive leads a specific part of the business, they work as a collective to achieve the long-term strategy, purpose and culture of the Company.

The CEO and executives are responsible for providing the Board and Committees with accurate, timely and clear information on the Group's operations. This includes information on compliance with material legal and regulatory requirements and any conduct, which is materially inconsistent with the Group's policies and code of conduct.

Meetings between the CEO, executives, and directors are encouraged and assist the directors and the Board to carry out its duties and strengthen the working relationship and organisational culture.

2.6 Composition, selection and appointment

The Board has established a Remuneration and Nomination Committee to periodically review Board composition and succession matters. This includes responsibility for reviewing and making recommendations to the Board regarding Board size and composition and identifying individuals believed to be qualified to become Board members and recommending such candidates to the Board.

In assessing potential candidates and in undertaking reviews of the size and composition of the Board, the Remuneration and Nomination Committee considers the guiding principle that the Board's composition should reflect an appropriate mix having regard to such matters as:

- skills and experience across the key areas identified in the Board's Skills Matrix (section 2.7);
- directors' tenure; and
- diversity and inclusion.

Before the Board appoints a new director or puts forward a candidate for election, the Remuneration and Nomination Committee undertakes appropriate checks, including but not limited to reviewing the person's character, experience, qualifications, criminal record, and bankruptcy history. Existing directors conduct interviews with the potential



candidates to ensure there is an appropriate fit for the Company's strategic direction.

2.7 Board skills and experience

The Board is committed to ensuring that the composition of the Board continues to include directors who bring an appropriate mix of skill, experience, and expertise to Board decision-making. The Board also aims to retain a balance between directors with experience and knowledge of the Company's business and history and new directors who bring an external perspective and different insights.

The Board has an objective of maintaining at least 33% female membership on the Board. This objective has been achieved since 2019, and as at the date of this Statement the percentage of female membership has increased to 40%.

The Board skills are classified according to the Board Skills Matrix depicted on page 9, capturing the key skills and other attributes of Board members, which are believed to be needed for robust decision-making and the effective governance of the Company.

The Board considers the Board Skills Matrix to guide its assessment of the skills and experience of new and existing directors and identify any gaps in the Board's collective expertise for the purpose of Board succession planning.

The Board Skills Matrix describes the proportion of directors on the Board with particular areas of competence, skills and experience. The Board Skills Matrix recognises the director's level of proficiency or practiced or perceptive awareness in the area of competence.

The Board considers that all directors on the Board have the combined depth and breadth of skills, diversity and experience to carry out their responsibilities in a publicly listed global mining company and to oversee the Company's strategy and effective governance.

The Board has also determined that all directors have the time and adequate capacity to perform their role, having regard to their other external Board roles. In particular, each director brings the wisdom of their deep experience working with other organisations, relationships, and awareness of local markets, communities, and customs of First Nations people.

To the extent that any skills are not directly represented on the Board, they are realised through management and external advisors.

2.8 Director retirement, re-election, and tenure

Any director who has been appointed during the year must stand for election at the Company's next annual general meeting.

In addition, a director must retire from office at the third annual general meeting after the director was elected or last re-elected. If no director is due for re-election or election, then at least one director (excluding the Managing Director) must retire at the Company's next annual general meeting and may stand for re-election.

The Board's recommendation regarding the re-election of an existing director is not automatic and is contingent on their past performance, contribution to the Company, and the current and future needs of the Board and the Company.

Shareholders are provided with all material information in the Company's possession relevant to their decision as to whether to elect or re-elect a director.

2.9 Remuneration of directors and executives

The Board has adopted a remuneration framework that aims to attract and retain Non-Executive Directors, the CEO, the Chief Financial Officer (**CFO**), and other executives.

The executive remuneration framework is designed to attract, reward, and retain high calibre, high performing, and team orientated individuals capable of delivering the Company's strategy. The remuneration principles and decision-making procedures regarding remuneration arrangements are aligned with the Company's long-term strategy.

Non-Executive Directors' fees are reviewed by the Board and are set within the aggregate fee pool approved by shareholders. To maintain their independence and impartiality, the fees paid to Non-Executive Directors are not linked to the performance of the Company.

Details on the Company's remuneration policies, practices, performance reviews and outcomes, and the remuneration paid to the directors and executives are set out in the **Remuneration Report** in the Company's 2022 Annual Report.

Shareholders will be invited to consider and adopt the Remuneration Report at the Company's 2022 Annual General Meeting.



Board Skills Matrix

■ highly proficient or practiced

Skills/Competency

Board Representation

No. of Directors as of 30 June 2022

1 2 3 4 5

Corporate

Governance, culture & values – knowledge and experience in best-practice governance, culture and social issues, oversight of governance frameworks, policies, and processes



Capital markets, mergers & acquisitions – demonstrated experience in M&A, capital raisings



Audit & corporate finance – professional qualification in accounting, former CFO or experience in corporate finance



Legal – former or current practicing lawyer or experience in general counsel roles



Remuneration – former or current executive role with direct involvement in remuneration practices or previous experience as a member of Board remuneration committee



Risk management – experience in the management of financial, non-financial, and emerging risks or previous experience as a member of Board risk management committee



Stakeholder relations – experience in stakeholder relations



Operations

Materials – experience in the materials sector or expertise in exploration, development, processing, production minerals & chemicals



Mining & engineering – experience in executive roles in mining or engineering and holds a degree in engineering (mining or chemical)



Exploration – experience in executive roles with responsibility for resource development and exploration program



Skills and Experience

Environment & community – experience with environment and community relations strategies or proven knowledge of global environmental management



Health & safety – demonstrated experience in health & safety strategy and compliance or previous experience as a member of Board health & safety committee



Public policy – experience in dealing with national, provincial & local government relationships or participation in industry bodies or public or government policy



International – experience in an executive role with an overseas operation and knowledge of the overseas markets associated with mining



Professional qualifications



■ Engineering 2 ■ Geology 1 ■ Finance 1 ■ Law 1

Board tenure



■ <4 years ■ 5-7 years ■ 8-9 years



2.10 Performance reviews

Board performance

The Remuneration and Nomination Committee is responsible for developing and overseeing the performance evaluation process for the Board, its committees, and individual directors.

The Board has adopted a Board evaluation process that includes a review of the Board's effectiveness, committees, and individual directors.

The annual Board evaluation process typically includes:

- responding to a comprehensive questionnaire on the Board's operation, stewardship, and the effectiveness of its governance practices;
- one-on-one interviews with directors on their performance and the effectiveness of the Board and (as appropriate) each of its committees;
- peer reviews on each director's value-added contributions to the Board or its committees; and
- feedback from executives on issues relevant to the performance evaluation.

The Board's annual evaluation can be facilitated internally or externally. If done externally, the Board receives independent information on its overall effectiveness and opportunities for improvement. Each director also receives individual feedback on their strengths and opportunities to make enhanced contributions, including ongoing professional development.

During the reporting period an internally facilitated Board evaluation was conducted to assess the Board's overall effectiveness and its committees, identifying key strengths and recommendations for improvement. This was followed by a discussion between the Chairperson and with each director to provide individual feedback from the evaluation. Feedback on the Chairperson's individual performance was provided by the Chairperson of the Remuneration and Nomination Committee.

CEO & other executives' performance

The CEO and other executives have a written agreement with the Company setting out their employment terms, including remuneration and performance requirements.

The Board is responsible for monitoring management's performance and implementation of the Company's strategy, including conducting an annual performance review of the CEO.

The performance of the CEO and other executives is formally assessed each year under the Company's performance appraisal system and reviewed by the Remuneration and Nomination Committee and the Board.

During the reporting period, a performance review was undertaken with the CEO. In addition, the Chairperson meets

regularly with the CEO to discuss matters relating to his performance.

Detailed disclosures on the Company's Key Management Personnel remuneration policies and practices are set out on pages 24 to 30 of the 2022 Annual Report and remuneration outcomes on pages 31 to 39 of the 2022 Annual Report.

Shareholders will be invited to consider and adopt the Remuneration Report at the 2022 Annual General Meeting (AGM).

2.11 Other information

Appointment documentation

Upon appointment, each new director receives a letter of appointment, which sets out the formal terms of their appointment. Directors also receive a deed of indemnity, insurance, and access.

Induction for new directors

New directors are provided with an induction that includes meeting with the Board Chairperson, the CEO, the CFO, and other executives to gain valuable insights into relevant operational and corporate matters. This is followed up by additional meetings or information that the new director may request.

The director's induction program typically includes:

- briefings from the CEO and other members of the executive, on the business operations and specific functions, including strategy, risk, safety, finance and remuneration, the markets and regulatory environment in which the Company operates;
- opportunities to engage with our other directors and the General Counsel and Company Secretary;
- opportunities to attend external training on matters relevant to the Company's legal, regulatory and governance environment, or specific financial matters;
- meeting with the external auditor without members of management present; and
- site visits to all operations and the surrounding local communities.

Continuing education for directors and executives

All directors are expected to maintain the knowledge and skills required to discharge their obligations to the Company.

The Board and its Committees also conduct continuing education sessions as appropriate and seeks to identify relevant and timely topics as part of their self-assessment.

Internal and external experts are engaged, as required, to conduct education sessions. A formal program was implemented by the Board in 2022 to provide enhanced learning on agreed topics.



Site visits to operations by Board and executives

To ensure that directors and executives have a strong understanding of the Company's places of operation, they make regular visits to the Company's mining operations and meet with local management. This gives them deeper insight into the material risks and an opportunity and insights into the workforce culture and the communities in which the Company operates.

During the reporting period, directors and executives visited the Company's Leonora operations and its recently acquired Bardoc site in Western Australia.

Remaining in-person site visits were deferred as a result of COVID-19 travel restrictions and the Company's strategic focus on the Leonora Province Plan. However, as the Board is committed to staying connected with the operations through operational overviews via video conference and participating in virtual site visits, which are included in Board programs. Recently, the Board participated in a virtual site visit of the Company's Simberi operations in Papua New Guinea and is scheduled to participate in a virtual site visit of the Company's Atlantic operations in Canada.

Conflicts of interest

Directors are required to disclose all interests that may conflict with their duties.

The Board Charter includes a conflicts of interest protocol. Pursuant to this protocol, a director may, at any time, declare a conflict of interest in relation to a matter by notification to the Board and the Company Secretary in writing.

If a director has a material personal interest in a matter being considered by the Board, they must not be present for the consideration of that matter or vote on the matter and will not receive any information which relates to that matter.

Directors right to independent advice

To help directors fulfil their responsibilities, each director has the right, with the prior approval of the Chairperson, to seek independent professional advice, at the Company's expense, about his or her responsibilities.

In addition, the Board and each Committee may, at the Company's expense, and with the prior approval of the Chairperson, obtain any independent professional advice it requires to assist in its work.

2.12 The role of Company Secretary

The Board is responsible for the appointment of the Company Secretary. The Board has appointed Ms Sarah Standish as General Counsel and Company Secretary.

The Company Secretary is directly accountable to the Board, through the Chairperson, on all matters regarding the proper functioning of the Board and its Committees, including:

- Effectiveness of the implementation of corporate governance processes;
- Adherence to the Board policies and procedures;

- Coordination of all agenda packs, minutes and communications; and
- Facilitating the induction of directors and their professional development.

The profile, qualifications and experience of the Company's General Counsel and Company Secretary, Ms Standish, is set out in the Directors' Report in the Company's 2022 Annual Report.



3. Board Committees

3.1 Board Committee structure

The Board has established three² standing Committees to assist in the discharge of its responsibilities:

- Audit and Risk Committee;
- Remuneration and Nomination Committee; and
- Safety and Sustainability Committee³ (previously Health, Safety, Environment and Community Committee).

Each Committee Chairperson reports to the Board on material matters arising in Committee meetings. Committee Chairpersons also consider if any matters arising in the Committee meetings should be notified to any other Committee and ensure this occurs.

During the reporting period, and following the resignation of Mr Steven Dean, the Board reviewed the composition of each Committee in alignment with the Company's strategic direction and resolved to dissolve the Growth and Business Development Committee. As and when required, the Board may establish special purpose sub-committees to give detailed consideration to specific matters or projects. One such committee is the Investment Committee⁴ (previously Proposals Committee), which meets as required to consider any potential corporate transaction.

An overview of the members, composition and responsibilities of each standing Committee as at the date of this Statement is set out below:

Members	Composition	Key responsibilities	
Audit and Risk Committee			
David Moroney (Chairperson)	✓	At least three members	<ul style="list-style-type: none">Financial reportingRisk managementEvaluation of the effectiveness of the financial control environmentReview of the internal and external audit functionsReview of the Mineral Resource and Ore Reserve estimation processes
Tim Netscher	✓	Only Independent Non-Executive Directors	
Kerry Gleeson	✓	An independent Chairperson, who is not Chairperson of the Board	
Stef Loader			
The Committee's work is supported by the CFO, Head of Finance and Procurement and Manager Risk			
Remuneration and Nomination Committee			
Kerry Gleeson (Chairperson)	✓	At least three members	<ul style="list-style-type: none">Overseeing the effectiveness of remuneration strategies and policies of the CompanyThe remuneration arrangements for the Managing Director & CEO, other executives, and Non-Executive Directors and matters relating to senior executive selection and performanceMatters relating to the composition, structure, succession planning and performance of the BoardOverseeing the preparation of the Remuneration Report for inclusion in the Directors' Report in the Annual Report
Tim Netscher	✓	Only Independent Non-Executive Directors	
David Moroney	✓	An independent Chairperson, who is not Chairperson of the Board	
Stef Loader			
The Committee's work is supported by the Managing Director and CEO, Executive General Manager People, Head of People, Communications and Corporate Affairs and Company Secretariat			
Safety and Sustainability Committee			
Stef Loader (Chairperson)	✓	At least three members	<ul style="list-style-type: none">Assisting the Board to implement the Sustainability strategyReviewing and monitoring the appropriateness of sustainability management systems and frameworksReviewing the Group's sustainability targetsOverseeing the preparation of the Sustainability ReportPromoting a safety-conscious culture throughout the CompanyReviewing health, safety, environment, and community policies, objectives, strategies and plansMonitoring compliance with health, safety, environmental, and community regulatory requirements relevant to each jurisdiction in which we operate
Tim Netscher	✓	Only Independent Non-Executive Directors	
David Moroney	✓	An independent Chairperson, who is not Chairperson of the Board	
Kerry Gleeson			
The Committee's work is supported by the Managing Director and CEO, Executive General Manager People and Head of Health, Safety, Environment and Community			

² For the period 1 July 2021 to 10 June 2022, the Board also had a Growth and Business Development Committee which has since been dissolved.

³ On 22 July 2022, the Health, Safety, Environment and Community Committee was renamed to Safety and Sustainability Committee to capture the Committee's broader remit for sustainability management,

compliance and assurance; Group sustainability performance; and sustainability reporting.

⁴ On 31 March 2022 the Proposals Committee was retired, and the Investment Committee established.



As at the Statement date, the Company has also approved amendments to each of the Board and Committee charters (the Audit and Risk, Remuneration and Nomination and Safety and Sustainability Committee (previously Health, Safety, Environment and Community Committee)) as part of the corporate governance policy review process.

The relevant qualifications and experience of Committee members are set out in the Directors' Report in the Company's 2022 Annual Report.

Non-Executive directors may, and are encouraged, to attend meetings of other Committees and are provided with papers for all meetings.

The CEO and certain other executives are invited to attend Committee meetings. However, their presence is not automatic and they do not attend if their remuneration is being considered or discussed.

Each Committee may, within the scope of its responsibilities, have unrestricted access to management, employees, and information it considers relevant to the carrying out of its responsibilities under its charter.

Each Committee may request the attendance of any external party at meetings, as appropriate.

The standing Committees meet no fewer than four times a year.

Details of the number of Committee meetings held during the reporting period and attendance by each Committee member is set out in the Directors' Report in the Company's 2022 Annual Report.

3.2 Committee membership and responsibilities

Each of the Committees:

- is comprised of only Non-Executive Directors and has at least three members;
- has its own charter;
- has the powers necessary to discharge their responsibilities; and
- has the Board appoint one of its members as Committee Chairperson.

Each Committee has a charter setting out its role, responsibilities, membership requirements, and how the Committee is to operate.

Further details about the roles, responsibilities, membership requirements and meeting procedures can be found in the Committee Charters in the Governance section of the Company's website at: <https://stbarbara.com.au/our-company/governance/>.



4. Integrity in corporate reporting

The Company believes that accurate and timely corporate reporting underpins effective risk management and is key to executing the Company's strategy.

4.1 Governance oversight of corporate reporting

The Board is responsible for overseeing appropriate monitoring and reporting mechanisms. It has established the Audit and Risk Committee to assist in discharging this responsibility.

The Audit and Risk Committee meets at least four times per year, including immediately before the release of the full and half-yearly financial statements. The Audit and Risk Committee has reviewed the integrity of the Company's financial statements for the financial year ended 30 June 2022 and is satisfied that the Company's financial report for 2022 complies with the applicable accounting standards and presents a true and fair view of the Company's financial condition and operational results.

All Audit and Risk Committee members have direct access to the external auditor, PricewaterhouseCoopers, and their appointed lead audit engagement partner. The lead audit engagement partner is invited to attend Audit and Risk Committee meetings, and all Committee papers are made available to PricewaterhouseCoopers.

4.2 Independence of the external auditor

The Company's external auditor, PricewaterhouseCoopers, was appointed by Directors in 2016.

The Audit and Risk Committee review the effectiveness, performance, and independence of the external auditor. If it becomes necessary to replace the external auditor for performance or independence reasons, the Committee will formalise a procedure for the selection and appointment of a new external auditor.

The *Corporations Act (Cth) 2001* requires the external auditor to make an annual independence declaration to the Board, declaring that the auditor has maintained its independence in accordance with the *Corporations Act (Cth) 2001* and the rules of professional accounting bodies. PricewaterhouseCoopers has provided an independence declaration to the Board for the reporting period. PricewaterhouseCoopers' independence declaration is contained in the Directors' Report in the Company's 2022 Annual Report.

PricewaterhouseCoopers' practice is to rotate the lead audit engagement partner at least every five years. The Company's current lead audit engagement partner is Amanda Campbell. Ms Campbell took the lead from John O'Donoghue following the Company's 2021 Annual General Meeting.

4.3 Attendance of the external auditor at the AGM

PricewaterhouseCoopers' lead audit engagement partner attends the Company's annual general meeting and is available to answer shareholders' questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted in relation to the preparation of the financial statements, and the independence of the auditor.

4.4 Restrictions on the provision of non-audit services by the external auditor

The Company has procedures to monitor the independence of the external auditor.

The Company's delegation of authority regulates the provision of non-audit services by the external auditor. The provision of permissible non-audit services above a defined amount must be pre-approved by either the Audit and Risk Committee or the Chairperson of that Committee.

4.5 Financial and corporate reports

The Company is committed to providing clear, concise, and effective disclosure in its corporate reports.

Prior to approval of the Company's financial statements, the Board receives a written declaration, in accordance with section 295A of the *Corporations Act (Cth) 2001*, from the CEO and the CFO in relation to the Company and the Group's financial reporting processes.

The declaration received by the Board during the relevant reporting period states that the financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the Company and the Group's financial position and performance, and that the integrity of the financial statements is founded on a sound system of risk management and internal control, which is operating effectively.

For periodic corporate reports released to the market, which are not required to be audited or reviewed by the Company's external auditor, the Company has a verification, review and approval process to ensure the integrity of the information disclosed to the market. The process involves the reports being reviewed, material statements reviewed for accuracy and the report subject to internal verification by the Company's General Counsel and Company Secretary, and an appropriate approval process involving the CEO, and by the Chairperson for disclosure of certain matters, which are within the Board's reserved powers or matters that are otherwise of significance to the Company.



5. Ethical conduct and responsible decision-making

The Company is committed to conducting its business with integrity and in an open and accountable manner. The Board believes that lawful, ethical, and responsible business practices are essential to achieving sustainable long-term performance and creating shareholder value.

The Board recognises its role in setting the ethical tone and standards of the Company and its responsibility in monitoring and developing a corporate culture.

The Company has established the following policies or codes, which promote ethical and responsible business practices.

5.1 Purpose and vision

Our purpose - We're here to create value in everything we do, for our people, our communities and our shareholders.

Our vision - Our vision is to be a brilliant, global mining company that grows sustainably and creates enduring, positive impacts.

5.2 Company values, commitments and culture

Our values

The Company's values and commitments guide the way decisions are made and how we treat one another and our stakeholders. The Company's values are:

- *We act with honesty and integrity*
- *We treat people with respect*
- *We value working together*
- *We deliver to promise*
- *We strive to do better.*

Our Commitments

The Company's values-led culture drives expected behaviours and guides decision-making every day to deliver on promises and commitments to all stakeholders.



These commitments are the guiding principles that define the type of organisation the Company aspires to be and standards and behaviours that the Company expects of its directors, executives and employees.

Our Culture

The Company's culture and values are integral to our workforce and how we operate as a responsible business. Culture is a key contributor to the performance of the Company and its ability to achieve its objectives. It goes to the heart of the openness and transparency needed for effective stewardship and informed decision-making.

The Board is responsible for the oversight of culture and management is responsible for implementing and monitoring the desired culture and demonstrating leadership of the culture.

The Board receives regular reports on the organisation's culture. These indicators include selected safety statistics, employee turnover, recruitment statistics, whistleblower and employee grievance submissions, employee engagement results, and measurable feedback from exit interviews.

The Company's performance on people metrics is published in the Company's **Sustainability Report**.

5.3 Code of Conduct

The Company has a Code of Conduct. Directors, employees, and contractors are required to demonstrate the standards of behaviour required to promote responsible decision-making and ethical behaviour, which aligns with the Company's strategic objectives, policies, and values.

The Code of Conduct is supported by several Company policies that are reviewed regularly to ensure they reflect any changes in law and otherwise remain fit for purpose.

The Board is informed of any material breaches of the Code of Conduct or policies.

The **Code of Conduct** is available on the Company's website.

5.4 Sustainability

The Company's five commitments (in section 5.2) guide its approach to sustainability and the dedication to safety for our people, communities, the environment and to growing its business sustainably and responsibly.

The Company considers sustainability in everything it does, whether it's planning for future operations, exploring for new deposits, or optimising current assets. It is also looking for ways to reduce its impact and footprint through innovation, technology, and the use of renewable energy.

The Board has approved an ambitious greenhouse gas emission reduction target to be carbon neutral by 2050.

The Company also endorses the Carbon Disclosure Project, the United Nations Global Compact and the Extractive Industries Transparency Initiative.



Further details on the Company's approach to environmental, social, and governance (ESG) performance is published in the Company's **Sustainability Report**, which is available on the Company's website.

5.5 Health and Safety Policy

The Company prioritises a healthy and safe workplace for all employees, contractors, suppliers, and the community while seeking to minimise the impacts of injuries.

Therefore, health, safety, and well-being are a critical part of the Company's business and decision-making. This is evident in the Company's response to the COVID-19 pandemic in which the care for people's psychological health and well-being was and remains a priority.

Health, safety and well-being is also a critical area of focus for the Board, with the Board and its Sustainability Committee regularly briefed on safety performance, strategies to improve safety performance and awareness, and employee and contractor physical and mental well-being.

Further details on the range of strategies, systems, initiatives, and policies to manage health, safety and well-being for employees, contractors, suppliers and the community, is set out in the Company's **Sustainability Report**.

The **Health and Safety Policy** and **Workplace Behaviour Policy** are available on the Company's website.

5.6 Human Rights Policy and Modern Slavery

The Company is committed to the protection of fundamental human rights and freedoms, including eliminating all forms of modern slavery.

The Company's Human Rights Policy, Modern Slavery Policy and Supplier Code of Conduct sets out the Company's approach to managing human rights and modern slavery risks in its operations and supply chains.

During the reporting period, the Company issued its FY21 Modern Slavery Statement for the year ended 30 June 2021, in accordance with the *Commonwealth Modern Slavery Act (Cth) 2018*.

The **Human Rights Policy**, **Modern Slavery Policy**, **Supplier Code of Conduct** and **Modern Slavery Statement** are available on the Company's website.

5.7 Whistleblower Policy

The Company encourages anyone to speak-up and report any concerns about actual or suspected wrongdoing and improper conduct and ensures confidentiality and protection is provided to those who do so.

The Company has a Whistleblower Policy. This policy sets out how anyone can speak-up and make a confidential disclosure in a number of ways, including to a Whistleblower Protection Officer or anonymously to an external toll-free and online whistleblower reporting service via phone, email and web-based channels operated by third-party provider, **Your-Call**.

The policy also sets out how the Company will respond to and investigate disclosures of misconduct and outlines the protections available to those who speak-up under the policy.

The Company maintains confidentiality of all whistleblower reports to the fullest extent possible and does not tolerate any detriment or form of reprisal against anyone who raises a genuine concern about actual or suspected misconduct.

The Board is informed of any material incidents reported under the policy.

The **Whistleblower Policy** is available on the Company's website.

5.8 Anti-Bribery and Anti-Corruption Policy

The Company has an Anti-Bribery and Anti-Corruption Policy, which sets out the Company's zero tolerance to any bribery or corruption in its business dealings and operations. The policy includes prohibitions on:

- the giving or receiving of bribes in any form, including to public officials and or to any other third-party;
- the giving or receiving of bribes, including gifts, hospitality or facilitation payments, which might improperly influence a decision, create a sense of obligation or improve or create a business advantage;
- offering anything of value to a public official (or their representative or family member) in order to improperly influence in order to obtain any improper advantage of any kind; and
- making a political donation (in cash or kind) to improperly influence to obtain an advantage of any kind.

The Board is informed of any material incidents reported under the policy.

The **Anti-Bribery and Anti-Corruption Policy** is available on the Company's website.

5.9 Securities Dealing Policy

The Company has a Securities Dealing Policy, which prohibits trading in St Barbara securities by all directors, employees, and contractors (and their immediate family members and associates) who possess information that is not generally available and that could be reasonably expected to have a material, or significant, effect on the price, or value, of St Barbara securities.

The policy also specifically prohibits '*designated employees*' (which includes all directors, CEO, executives, the company secretary, senior managers, and other nominated employees, and their associates) from trading in St Barbara securities without prior authorisation.

The Securities Trading Policy also:

- prohibits all directors, employees, and contractors (and their immediate family members and associates) from trading in St Barbara securities during '*black-out periods*' as defined in the policy;



- allows in exceptional circumstances, and with prior written clearance, trading during a black-out period;
- prohibits 'designated employees' (and their associates) from hedging interests that have been granted under any equity incentive plan that is either unvested or subject to a holding lock; and
- prohibits directors and 'designated employees' from using St Barbara securities in connection with a margin loan or similar financing arrangement, which may be subject to a margin call or loan-to-value ratio breach.

The Board is informed of any material breaches under the policy.

The **Securities Dealing Policy** is available on the Company's website.

5.10 Diversity and Inclusion Policy

The Company has a diverse workforce in various geographic locations in Australia, Canada, and Papua New Guinea, which comprises employees from varied ethnic backgrounds, age groups and races, across all genders.

The Company does not discriminate based on gender, age, ethnicity, religion or cultural background. The Company ensures that all employees are provided with the same opportunities through open and honest communication, training, and development opportunities.

The Company's Diversity and Inclusion Policy sets out the Company's approach to inclusion and diversity, which is underpinned by the principles that the work environment promotes equal opportunity and diversity, allows employees to reach their potential, and is free from discrimination harassment, and bullying.

The Remuneration and Nomination Committee is responsible for (amongst other things) reviewing the Company's Diversity and Inclusion Policy and strategy, overseeing compliance with equal opportunity and anti-discrimination legislation, and ensuring that the Company is able to attract and retain an inclusive and diverse selection of employees.

The **Diversity and Inclusion Policy** is available on the Company's website.

Gender diversity at Board, management and workforce levels

The Remuneration and Nomination Committee is responsible for setting and monitoring progress against specific, measurable objectives for achieving gender diversity. The measurable objectives for reporting period and progress against those objectives are set out in the table below.

During the reporting period, the composition of the Board comprised 33% of directors who are female. As at 9 June 2022 this number increased to 40%. The ASX Principles provide that the measurable objective for achieving gender diversity in Board composition for entities in the S&P / ASX 300 Index should be to have not less than 30% of its directors of each gender within a specified period.

The Company is a 'relevant employer' under the *Workplace Gender Equality Act 2012 (Cth)* and discloses its "Gender Equality Indicators" to the Workplace Gender Equality Agency (WGEA) annually.

During the reporting period, the Company received the 2021-23 Workplace Gender Equality Agency Employer of Choice for Gender Equality, having previously received this citation each year since 2014.

The Company's 2021-2022 Report to the WGEA is available on the WGEA website on the Company's website.

Further detail on the Company's diversity and inclusion strategies, initiatives, and programs is set out in the Company's **Sustainability Report**.

First Nations engagement

The Company respects and values the traditional owners of the lands on which it operates. In the communities surrounding the Company's operations in Australia, Canada, and Papua New Guinea, the Company makes it a priority to learn about the cultures that shape their First Nations' people.

The Company promotes the involvement of First Nations' people in its operations. It is committed to offering First Nations' people meaningful and sustainable employment, education and supporting long-term careers with the Company. The Company's indigenous apprenticeship program is one such example.



Gender statistics as at 30 June 2022

We are an employer of choice committed to inclusion and diversity. We provide a caring work environment where our talented people are happy, thrive, feel safe and fulfil their potential.

Our citations

- ✓ For the second year in a row, St Barbara was included in the Bloomberg Gender-Equality Index (GEI). In 2021 St Barbara was one of only ten Australian listed companies, within a total of 380 companies across 11 sectors worldwide to receive the citation.
- ✓ We remain a WGEA 'Employer of Choice for Gender Equality' for an eight consecutive year and the only Australian miner to receive the citation. We were an initial signatory to the WGEA pay equity pledge.
- ✓ In 2021, we became a signatory to the UN Women's Empowerment Principles.

Progress against our measurable diversity objectives

Objective	As at 30 June 2019	As at 30 June 2020	At at 30 June 2021	Target	By	As at 30 June 2022
1 Maintain the percentage of women on the Board (including MD & CEO)	40%	33%	33%	33%	Ongoing	40%
2 Maintain like-for-like gender pay equity	0%	0%	0%	0%	Ongoing	0%
3 Increase the proportion of women in Australia	25%	26%	28%	35%	30 June 2024	26%
4 Reduce the Australian Operations overall gender pay gap	12%	12%	8%	5%	30 June 2024	7%
5 Increase the proportion of Aboriginal employees in the Australian Operations (Leonora)	3%	3%	2%	5%	30 June 2024	1%
6 Increase the proportion of women in the Leonora Operations	-	-	-	20%	30 June 2024	16%
7 Increase the proportion of women in the PNG Operations (Simberi)	15%	15%	16%	18%	30 June 2024	16%
8 Increase the proportion of women in the Canadian Operations (Atlantic)	-	19%	23%	30%	30 June 2024	21%
9 Increase the proportion of First Nations employees in the Canadian Operations (Atlantic)	-	3%	2%	5%	30 June 2024	2%



6. Recognise and manage risk

6.1 Risk responsibilities between the Board and management

The Board recognises that effective risk management is critical to achievement of its strategic objectives.

The Board has adopted a Risk Management Policy that aims to support the Company's Enterprise-wide Risk Management (ERM) Framework and outlines the Company's commitment to sound risk management practices aligned to regulatory and stakeholder requirements.

The Board is responsible for setting the Company's risk appetite and for satisfying itself that management has developed and implemented a sound system of risk identification, management and internal controls.

Detailed work on this task is delegated to the Audit and Risk Committee and reviewed by the Board.

The **Risk Management Policy** is available on the Company's website.

6.2 Audit and Risk Committee oversight of risk

The Board's Audit and Risk Committee have a mandate from the Board to provide risk management oversight. This includes responsibility for reviewing, at least annually, the effectiveness of the Company's ERM Framework, that material business risks are identified and controlled, and that management is operating with due regard to the risk appetite set by the Board.

Details of the membership, charter and meetings of the Audit and Risk Committee are outlined in section 3.1 above.

During the reporting period, the Audit and Risk Committee reviewed and considered the desired ERM Framework, risk appetite, and the processes required to govern risk identification, assessment, monitoring, and reporting.

6.3 The Company's approach to risk management

Risk management is embedded into strategy-setting and decision-making processes and daily operations to ensure the Company continuously delivers value to its stakeholders.

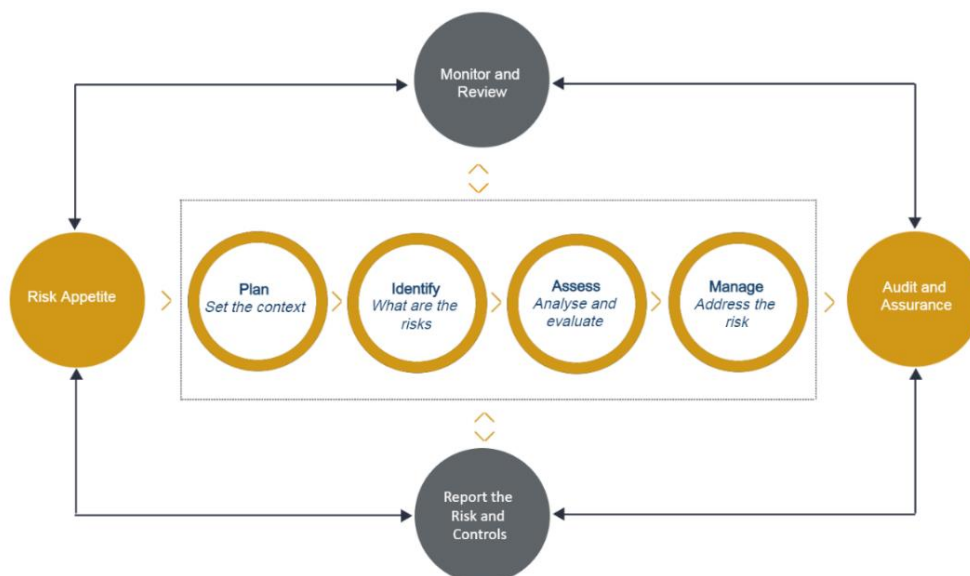
The Company maintains an ERM Framework to support the responsible achievement of its strategic objectives by identifying and addressing risk in an organised and transparent manner. The ERM Framework is overseen by the Board and the Audit and Risk Committee and is actively managed by the CEO, CFO, other executives, and senior managers.

The ERM Framework delivers enhanced risk reporting and control mechanisms designed to ensure that strategic, operational, environmental, legal, social, reputational, financial and other risks are identified, assessed and appropriately managed. The ERM Framework is consistent with international and Australian risk management standards.

The ERM Framework is central to the Company's approach to risk and opportunity. It provides governing principles and guidance on how to identify, assess, manage, and escalate risks to ensure management respond appropriately to those with the potential to impact operations materially.

The ERM Framework, includes a risk appetite statement outlining the level of risk that the Board is prepared to either accept, tolerate or avoid in pursuing the Company's long-term strategy. The statement is critical in guiding management on the Board's attitudes and behaviours towards risk and is reviewed by the Board annually.

The Company's risk management process is set out in the diagram below.





The ERM Framework is linked to the Company's assurance and governance processes with outcomes from risk assessments used to define focus areas for external audit and internal audit. These reviews provide independent and objective assurance on the adequacy and effectiveness of our internal control environment and recommendations to improve efficiency.

6.4 Material risks

The Company is exposed to a range of market, financial, operational, environmental, and socio-political risks that could have an adverse effect on the Company's future performance. The nature and potential impact of these risks can change over time and vary in the degree to the extent the Company can control them. The Company's key business risks include, but are not limited to:

Material risks

Fluctuations in the United States Dollar spot gold price

Hedging risk

Government regulation

Operating risks and hazards

Reliance on transportation facilities and infrastructure

Supply chain interruption

Permitting delays

Information technology and cyber risk

Production, cost and capital estimates

Changes in input costs

Exploration and development risk

Ore Reserves and Mineral Resources

Political, social and security risks

Foreign exchange

Community relations

Insurance

Climate change

Other natural disasters

Risk of impairment

COVID-19

The risks outlined above reflect the key business risks that have the potential to impact the Company's operations and its financial performance if not managed effectively. Further details on these material risks are set out in the Directors' Report in the Company's 2022 Annual Report.

6.5 Response to COVID-19

The Company has responded promptly to the COVID-19 pandemic. This response was, and continues to be, built around three areas – keeping our people safe and well, maintaining safe and reliable operations, and supporting our communities, all of which are critical to the future of our business.

The Board has endorsed a COVID-19 Management Framework, in which management has implemented measures to manage the ongoing risk of the pandemic. This comprehensive framework is adhered to business-wide,

along with all relevant jurisdictional government recommendations. It also includes programs which regularly survey the workforce to gauge their psychological health and well-being and provide support where required.

The Company has also stayed connected with its communities and provided support and additional resources to keep the communities in and around each of our operations safe.

Responsibly managing the movement of our workforce during this time is critical to protecting everyone. No non-essential travel occurs, employees are working from home as required under lock-down laws and where practicable, increased hygiene and physical distancing are mandatory across our workplaces and self-isolation is enforced when appropriate. Pre-flight and pre-shift screening occurs and, where required, on-site isolation takes place and is strictly managed.

Since the pandemic began, the Board has quickly adapted and has held several unscheduled Board meetings via video conference and participated in virtual site visits, specifically to receive regular updates on management's response to COVID-19, oversee pandemic response plans and consider business-critical issues.

The Executive Leadership Team also host regular calls on the Company's response to COVID-19, answering employee questions and helping the Company stay connected.

In response to the COVID-19 pandemic, the Company launched a range of well-being initiatives and support tools to help its people and their families. This included a number of health education webinars.

Further details of the Company's response to the COVID-19 pandemic are contained in the Company's **Sustainability Report**.

6.6 Climate change risk management

The Company is committed to managing the impacts of climate change and supporting the transition towards a low-carbon economy. The Board recognises that climate change will affect our business both directly and indirectly and may influence how we operate our business in the future.

The process to identify and manage climate-related risks is managed using the Company's ERM Framework.

The Board oversees climate-related risks covering both threats and opportunities via the Audit and Risk Committee. In addition, the Board considers climate risk in its decision-making processes.

The Company anticipates that climate change will affect areas of the Company's operations and strategy to some extent and may influence how the business is managed in the future.

The Board endorsed in 2020, for the first time, a set of business-wide greenhouse gas emission reduction targets. This includes a commitment to being carbon neutral by 2050 and improving production emission efficiency (gold



ounces/CO2 t) by 18.6% (on 2013 levels) by 2030. As the Company engages with the United Nations' Science Based Targets Initiative, these targets may vary according to their guidance.

6.7 Internal Audit function

Internal Audit provides independent and objective assurance on the adequacy and effectiveness of the Company's internal control environment, together with recommendations to improve the efficiency of the relevant systems and processes.

The Company has outsourced the Internal Audit function to Deloitte, enabling a balance of external experience and internal knowledge. Deloitte has personnel in the countries in which the Company operates. When conducting internal audit reviews, Deloitte are supported by a combination of internal resources.

Internal Audit operates under a dynamic plan approved annually by the Audit and Risk Committee. Internal Audit has full access to all functions, records, property, and personnel of the Group.

Internal Audit administratively reports to the CFO and has a direct communication line to the Audit and Risk Committee Chairperson. The results of internal audit activities are reported to the Audit and Risk Committee at each meeting.

The Internal Audit function evaluates whether:

- material risks are appropriately identified and managed;
- key internal controls are both designed and operating effectively;
- resources are adequately protected;
- controls are effective to recognise and address significant legislative or regulatory issues impacting our business;
- the requirements set out in policies, standards and authorities are met; and
- whether there is any evidence of systemic weakness in the Group's framework of risk management and internal control.



7. Commitment to shareholders

7.1 Shareholder and investor engagement

The Company values and facilitates two-way dialogue with shareholders and investors and is committed to ensuring that shareholders have access to accurate, timely and effective information about the Company and its governance both through its website and other communication technologies.

The CEO is responsible for shareholder and investor relations activities with the assistance of the CFO and the Company's Investor Relations department. The Chairperson is responsible for engaging with shareholders on Board, governance and remuneration matters.

The Company has an active investor relations program to facilitate effective two-way communication with investors. This includes communicating through several channels and technologies to allow shareholders to participate in shareholder meetings and to have their enquiries heard.

The Company also hosts briefings for institutional investors and analysts to discuss information already released to the market via the Australian Securities Exchange (**ASX**) and provide background information to assist analysts and institutions in understanding the Company's business.

Before delivering any new and substantive investor or analyst presentations, the Company releases a copy of the presentation materials to ASX.

The Company aims to ensure that shareholders are provided with all information necessary to assess the Company's performance. The Company follows the principles of continuous disclosure to ensure all investors are fully informed on the Company's activities.

All market announcements are posted on the Company's website as soon as practicable after being released to the market.

7.2 Website

Ready access to information about the Company and all relevant corporate governance information is available via the Company's website at www.stbarbara.com.au

The Company publishes its ASX announcements, annual and half-year results presentations, financial statements, investor presentations, media releases, key dates, dividends, and other communications material on the Company's website at www.stbarbara.com.au/investors/

7.3 Continuous and periodic disclosure

The Company is committed to providing shareholders and the market with equal and timely access to material information concerning the Company in a factual, clear and balanced way.

The Company has a Continuous Disclosure and External Communications Policy, which sets out how it complies with its disclosure obligations under *Corporations Act 2001 (Cth)* and the ASX Listing Rules.

The Board considers potential disclosure issues at each of its meetings.

The CEO, the CFO and the General Counsel and Company Secretary are responsible for overseeing and coordinating the disclosure of information to the media, analysts, brokers, and shareholders. The General Counsel and Company Secretary is responsible for communication with ASX.

The Managing Director is responsible for ensuring that all employees are aware of their obligation to bring price-sensitive matters to management's attention and safeguard corporate information confidentiality to avoid the need for premature disclosure.

All market-sensitive information is first notified to ASX and then promptly placed on the Company's website following receipt of confirmation from ASX. Before delivering any new and substantive investor or analyst presentations, the Company releases a copy of the presentation materials to ASX.

Key periodic shareholder communications include the Company's Annual Report, its full-year and half-year financial results and its quarterly mining activities report.

Copies of the final versions of all material ASX announcements are provided to the Board promptly after those announcements have been made.

The **Continuous Disclosure and External Communications Policy** is available on the Company's website.

7.4 Electronic communications

The Company gives shareholders the option to receive communications from, and send communications to, the Company and its Share Registry, Computershare Limited (**Share Registry**), electronically.

The Company's Share Registry also allows shareholders to register to receive alerts on any Company ASX announcements.



7.5 Annual General Meetings

The Board regards the Company's Annual General Meeting (**AGM**) as an important opportunity to communicate with shareholders and encourages shareholders to attend the AGM and participate by exercising their voting rights and asking the Board questions.

The Board also encourages shareholders to submit any questions about the Company's performance so that these can be addressed before or at the AGM.

The Company's 2022 AGM will be held on 26 October 2022 in Perth, Western Australia. For this AGM, the Company has determined that a hybrid AGM will be held, enabling shareholders to participate via video and audio facilities. This improves access and participation for those who cannot attend in person.

All directors are expected to attend the shareholder meetings, (either in-person or by phone) subject to any public gathering restrictions that may be in place at the time.

All substantive resolutions at shareholder meetings are decided by a poll rather than a show of hands.

Additional information

Company directory

St Barbara Limited – ABN 36 009 165 066
Head Office – Level 7, 40 The Esplanade, Perth, Australia 6000
Telephone: +618 9476 5555

General Enquiries

Website: www.stbarbara.com.au
Email: investor.relations@stbarbara.com.au

Share Registrar

Computershare Investor Services Pty Limited manages the Company's share register.

Telephone:
Australia: 1300 558 062
International: (+61 3) 9415 4631
web.queries@computershare.com.au
Telephone: +613 9415 4356 or 1300 653 935 (Australia only)
Facsimile: +613 9473 2500

Acknowledgement of Country

We at St Barbara acknowledge the First Nations people of the ancestral lands on which we operate in Australia, Canada and Papua New Guinea. We pay our respects to all First Nations people, and to Elders past, present, and emerging.

We recognise the unique cultural heritage, beliefs and connection to these lands, waters and communities held by First Nations people. We also recognise the importance of the continued protection and preservation of cultural, spiritual and educational practices.

Because we value treating all people with respect, we are committed to building successful and mutually beneficial relationships with the First Nations peoples throughout our areas of operation.

Our values

We act with honesty and integrity

We treat people with respect

We value working together

We deliver to promise

We strive to do better

