

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

CORAZON MINING LIMITED

ABN/ARBN

87 112 898 825

Financial year ended:

30 JUNE 2022

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

☐ These pages of our annual report:

☒ This URL on our website:

<http://corazon.com.au/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 12 September 2022 and has been approved by the board.

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

Date: 12 September 2022

Name of authorised officer authorising lodgement: Robert Orr

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

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

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

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

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

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

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

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

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> in our Corporate Governance Statement and we have disclosed a copy of our board charter at: <a href="http://corazon.com.au/corporate-governance/">http://corazon.com.au/corporate-governance/</a> ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/> in our Corporate Governance Statement and we have disclosed a copy at: <a href="http://corazon.com.au/corporate-governance/">http://corazon.com.au/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	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"/> in our Corporate Governance Statement and we have disclosed a copy at: <a href="http://corazon.com.au/corporate-governance/">http://corazon.com.au/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	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"/> in our Corporate Governance Statement and we have disclosed a copy at: <a href="http://corazon.com.au/corporate-governance/">http://corazon.com.au/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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

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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> in our Corporate Governance Statement and we have disclosed the evaluation process referred to in paragraph (a) at: <a href="http://corazon.com.au/corporate-governance/">http://corazon.com.au/corporate-governance/</a>..... [insert location]</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: <a href="http://corazon.com.au/corporate-governance/">http://corazon.com.au/corporate-governance/</a>..... [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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"/> in our Corporate Governance Statement and we have disclosed the evaluation process referred to in paragraph (a) at: <a href="http://corazon.com.au/corporate-governance/">http://corazon.com.au/corporate-governance</a>..... [insert location]</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: <a href="http://corazon.com.au/corporate-governance/">http://corazon.com.au/corporate-governance</a>..... [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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

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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.3	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"/> in our Corporate Governance Statement and we have disclosed the names of the directors considered by the board to be independent directors at: <a href="http://corazon.com.au/corporate-governance/">http://corazon.com.au/corporate-governance/</a> ..... [insert location] and, where applicable, the information referred to in paragraph (b) at: <a href="http://corazon.com.au/corporate-governance/">http://corazon.com.au/corporate-governance/</a> ..... [insert location] and the length of service of each director at: <a href="http://corazon.com.au/corporate-governance/">http://corazon.com.au/corporate-governance/</a> ..... [insert location]	<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"/> in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/> in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/> in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: <a href="http://corazon.com.au/corporate-governance/[insert location]">http://corazon.com.au/corporate-governance/[insert location]</a>	<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: <a href="http://corazon.com.au/corporate-governance/[insert location]">http://corazon.com.au/corporate-governance/[insert location]</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="http://corazon.com.au/corporate-governance/[insert location]">http://corazon.com.au/corporate-governance/[insert location]</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="http://corazon.com.au/corporate-governance/[insert location]">http://corazon.com.au/corporate-governance/[insert location]</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement and we have disclosed a copy at:</p> <p><a href="http://corazon.com.au/corporate-governance/">http://corazon.com.au/corporate-governance/</a></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.	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement and we have disclosed a copy at:</p> <p><a href="http://corazon.com.au/corporate-governance/">http://corazon.com.au/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
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.	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement and we have disclosed a copy at:</p> <p><a href="http://corazon.com.au/corporate-governance/">http://corazon.com.au/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>



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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="http://corazon.com.au/corporate-governance/">http://corazon.com.au/corporate-governance/</a> ..... ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="http://corazon.com.au/corporate-governance/">http://corazon.com.au/corporate-governance/</a> [insert location]	<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: <a href="http://corazon.com.au/corporate-governance/">http://corazon.com.au/corporate-governance/</a> [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<input type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: ..... <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> <input checked="" type="checkbox"/> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: <a href="http://corazon.com.au/corporate-governance">http://corazon.com.au/corporate-governance</a> ..... <i>[insert location]</i>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement and we have disclosed a copy at: <a href="http://corazon.com.au/corporate-governance/">http://corazon.com.au/corporate-governance/</a>
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: <a href="http://corazon.com.au/corporate-governance">http://corazon.com.au/corporate-governance</a> ..... <i>[insert location]</i> and, if we do, how we manage or intend to manage those risks at: <a href="http://corazon.com.au/corporate-governance">http://corazon.com.au/corporate-governance</a> ..... <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input type="checkbox"/> [If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p>[insert location]</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>.....</p> <p>[insert location]</p> <p>[If the entity complies with paragraph (b):]</p> <p><input checked="" type="checkbox"/> and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p><a href="http://corazon.com.au/corporate-governance">http://corazon.com.au/corporate-governance</a> [insert location]</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement and we have disclosed a copy at:</p> <p><a href="http://corazon.com.au/corporate-governance">http://corazon.com.au/corporate-governance</a> <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p><a href="http://corazon.com.au/corporate-governance">http://corazon.com.au/corporate-governance</a> [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at:</p> <p><a href="http://corazon.com.au/corporate-governance">http://corazon.com.au/corporate-governance</a> [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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



## **CORPORATE GOVERNANCE STATEMENT**

Version effective September 2022

## CORPORATE GOVERNANCE STATEMENT

The Board of Directors has a clear understanding that it is responsible for Corazon Mining Limited (Corazon, the “Company”) corporate governance and recognises the importance of its corporate governance framework in establishing accountabilities, guiding and regulating activities, monitoring and managing risks and optimising the Company’s performance.

The Board also recognises the need to review regularly its system of corporate governance as best practice evolves over time. This Statement outlines the Company’s current corporate governance framework, by reference to the Corporate Governance, Principles and Recommendations (“CGC Principles and Recommendations”) of the ASX Corporate Governance Council.

The CGC Principles and Recommendations presently consist of recommendations relating to eight Principles. The ASX Corporate Governance Council recognises that not all Recommendations are appropriate for all companies and acknowledges that a company should only adopt those Recommendations that are suitable for its circumstances. The Board believes that the corporate governance policies and procedures in place as at the date of this Statement largely follow the Recommendations.

The Board considers that the implementation of a small number of the Recommendations is not appropriate for the Company, for the reasons set out in the statement in relation to certain Recommendations. The Board uses its best endeavours to ensure that exceptions to the Recommendations do not have a negative impact on the Company and the best interests of shareholders as a whole and explains in the statement the alternative processes in place to accommodate for the variation.

During the FY2022 the Board reviewed all of the Company’s Corporate Governance Codes, Charters, Policies and Guidelines. The following updated Corporate Governance Codes, Charters, Policies and Guidelines have been adopted by the Board and put on the Company’s website:

1. Code of Conduct
2. Security Trading Policy
3. Continuous Disclosure and Information Policy
4. Board Charter
5. Remuneration Policy
6. Risk Management Policy
7. Social Media Policy
8. Whistleblower Protection Policy
9. Bribery and Corruption Policy

An annual review process for all of the Company’s Corporate Governance Codes, Charters, Policies and Guidelines has now been put in place to ensure all of the Company’s Corporate Governance Codes, Charters, Policies and Guidelines are reviewed annually, kept up to date and are in line with best practice.

The fourth edition of the CGC Principles and Recommendations was published by the ASX Corporate Governance Council on 27 February 2019. ASX requires the information to be released in the form of an Appendix 4G - Key to Disclosures Corporate Governance Council Principles and Recommendations. As part of the review process, the Company has assessed itself against the criteria set out in Appendix 4G of the ASX Listing Rules.



## **Principle 1: Lay solid foundations for management and oversight**

### **1.1 ROLE OF BOARD AND MANAGEMENT**

The matters reserved to the Board are set out in the Board Charter in the Corporate Governance section of the Company's website. In summary, the Board is responsible for delegating powers to Management for the day to day management of the Company, approving long term corporate strategy, reviewing and approving business plans and budgets, approving material capital expenditure, approving and monitoring the adherence to Company policies, developing and promoting corporate governance, and approval of financial statements.

The Board is also responsible for monitoring compliance with the Code of Conduct, monitoring the Company's performance, overseeing risk management and internal controls, and the assessment, appointment and removal of the Managing Director, Company Secretary and other senior management.

The Board has delegated the following functions to the Managing Director and the other senior executives:

- the effective leadership of Corazon;
- the preparation and implementation of development and operational plans to achieve the strategic, operational and financial objectives of Corazon as determined by the Board;
- the management of the day to day affairs of Corazon, including its people, processes, policies and systems;
- the conduct of commercial negotiations with other entities;
- the development and maintenance of effective relationships with Corazon's employees, shareholders, joint venture partners, governments at all levels and government agencies, suppliers and customers and local landowners;
- reporting to the Board and providing prompt and full information regarding the conduct of the business of Corazon; and
- ensuring all material matters that affect Corazon are brought to the Board's attention.

### **1.2 INFORMATION ON ELECTION AND RE-ELECTION OF BOARD MEMBERS**

The Company prior to the appointment and putting forward for election by shareholders of a Director the Company undertakes appropriate checks and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

### **1.3 WRITTEN CONTRACTS OF APPOINTMENT**

Directors and senior executive are provided with a letter of appointment which sets out the key terms and conditions of their appointment.

### **1.4 COMPANY SECRETARY**

The Company Secretary is accountable to the Board, through the Chairman, on all governance matters. All Directors have access to the advice and services provided by the Company Secretary.

## **1.5 DIVERSITY POLICY**

The Company does not have a formal policy concerning diversity. Given the current small number of employees in the Company workforce, the Board has determined that it is not currently practicable to implement a policy concerning diversity. The Board will further consider the establishment of a diversity policy as the Company and its workforce grows.

The Board recognises that corporate performance is enhanced when a company has an appropriate and diverse mix of skills and experience. The Company aims to ensure fair and unbiased remuneration between the genders, recruitment and retention campaigns that encourage diversity, no gender bias when considering senior executive and Board positions and that no discrimination on the basis of gender or race takes place within the Company. The Board will monitor compliance with the diversity and equal opportunity ethos and the Workplace Gender Equality Act.

The following objectives are set as Company objectives:

### **MEASURABLE OBJECTIVES AND PROGRESS TOWARDS ACHIEVEMENT**

- (A) All persons with appropriate experience and qualifications are to be considered equally when new employees or directors are being recruited. All recruitment is being carried out on this basis.
- (B) All persons with appropriate experience and qualifications are to be considered equally when opportunities for promotion or advancement arise. All such promotion opportunities are being carried out on this basis.

The key statistics relating to gender diversity within the Company statistics are as follows:

- (a) Proportion of women employees/contractors in the Company at 30 June 2022: 37.5% (2021: 37.5%).
- (b) Proportion of women in senior executive roles in the Company at 30 June 2022: 0 % (2021:0%).
- (c) Proportion of women on the Board of the Company at 30 June 2022: 0% (2021: 0%).

For the purposes of (b) above, senior executives are categorised as those who hold a senior manager or senior executive role.

## **1.6 BOARD REVIEW**

The process for evaluating the performance of the Board is carried out within the framework of the Remuneration Policy which is set out in the Corporate Governance section of the Company's website. Evaluations are conducted annually. The most recent evaluations were carried out in September 2022. All evaluations were carried out in accordance with the process disclosed.

## **1.7 MANAGEMENT REVIEW**

The process for evaluating the performance of the senior executives is carried out within the framework of the Remuneration Policy which is set out in the Corporate Governance section of the Company's website. Evaluations are conducted annually. The most recent evaluations were carried out in September 2022. All evaluations were carried out in accordance with the process disclosed.

## Principle 2: Structure the Board to Add Calue

### 2.1 NOMINATION COMMITTEE

The Board has chosen not to establish a Nomination Committee. The Board considers that due to the relative small size of the Company that the interests of the Company are best served by the full Board completing the functions normally delegated to a nomination committee. The Board Charter contains procedures dealing with the nomination, appointment and resignation of Directors and management.

### 2.2 BOARD SKILLS MATRIX

In accordance with the Board Charter, the Board seeks to achieve in its membership persons with demonstrable skills, capability, experience and ability to question and debate with other Board members, the ability to operate as part of a team, the ability to contribute outstanding performance and have a track record of impeccable ethics and values. The Board seeks to have a mix of age, skills, knowledge, experience and expertise in its ranks. The current mix of skills and experience on the Board is disclosed in the skills matrix as follows:

Skills and Diversity matrix (out of 4 Directors)	
<b>Leadership and Governance</b>	<b>Mining Sector Experience</b>
4 Directors	4 Directors
<b>Corporate</b>	<b>Finance and Risk</b>
4 Directors	2 Directors
<b>Strategy and Project 5Development</b>	<b>Behavioural and communication</b>
4 Directors	4 Directors

The Company's principal business is mining. All material investment decisions require the approval of the full Board.

In considering new appointments the Board will have regard to the need to augment the skills, knowledge, experience and capabilities of the current members and to meet its future needs, the Company's sustainable growth ambitions and diversity aspirations. In doing so, the Board recognises the unique skills, experience and outlook that different genders can bring to the group.

### 2.3 DISCLOSE INDEPENDENCE AND LENGTH OF SERVICE

The Board currently consists of one executive director the Managing Director, Mr Brett Smith and three non-executive directors (including the Chairman). The Board considers that the three non-executive directors are independent: Mr Terry Streeter (Chairman), Mr Mark Qiu and Mr Jonathan Downes.

In making these assessments of independence the Board has followed the evaluation criteria of the Board's Guidelines on Director Independence which is set out in the Board Charter available in the Corporate Governance section of the Company's website.

These guidelines are in conformity with the guidelines of the ASX Corporate Governance Council and require the satisfaction of all of the items on a list of criteria, the most significant of which are:

- The director must be in a non-executive role where any fees payable by the Company could not be considered to make the director reliant on such remuneration;
- The director must have no other material contractual relationship with the Company other than as a director of the Company;
- The director is not a substantial shareholder of the Company;
- The director has not been employed in an executive capacity by the Company and has not been a principal of a material adviser or consultant to the Company within the last 3 years; and
- The director is free from any interest which could reasonably be perceived to materially interfere with the director's ability to act in the best interests of the Company.

Information pertaining to the relevant skills, experience and length of service of the directors of the Company as at the date of this Statement is included in the Annual Report.

## **2.4 MAJORITY OF BOARD INDEPENDENT**

The majority of the members are independent directors. The Board considers that the interests of the Company are best served by appointing directors with the relevant skills and expertise to enhance the Company's performance. The Board believes each director brings an independent, objective judgment to the deliberations of the Board. It is considered that the present Board have a significant level of mining industry knowledge which is considered invaluable at this stage of the Companies development.

## **2.5 CHAIR INDEPENDENT**

The Board is chaired by an independent director, Mr Terry Streeter.

## **2.6 INDUCTING AND PROFESSIONAL DEVELOPMENT OF BOARD MEMBERS**

The Company has a program for inducting new directors and provides appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

Board members have the right to seek independent professional advice at the Company's expense in the furtherance of their duties as directors.

# **Principle 3: Instil a Culture of Acting Lawfully, Ethically and Responsibly**

## **3.1 VALUES STATEMENT**

The Company has adopted and has developed, adopted, articulated and disclose its values statement which is available in the corporate governance section of the website

## **3.2 CODE OF CONDUCT**

The Company aims to maintain the highest standard of ethical behaviour in business dealings and to behave with integrity in all its dealings with customers, clients, shareholders, government, employees, suppliers and the community. Directors and employees are expected to perform their duties in a professional manner and act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

The Board has a clear understanding that it is responsible for setting the tone of legal, ethical and moral conduct to ensure that the Company is considered reputable by the industry and other outside entities. This involves considering the impact of the Company's decisions on the industry, its colleagues and the general community. With this in mind the Board reviewed and approved an updated and best practice Code of Conduct that has been presented to staff.

In summary, the Code of Conduct adopted by the Company and set out in the Corporate Governance section of the Company's website requires that all employees and directors:

- act in accordance with occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided;
- act with honesty and integrity;
- respect the law and act accordingly;
- respect confidentiality and not misuse information;
- value and maintain professionalism;
- avoid conflicts of interest;
- act in accordance with the Company's policies procedures and guidelines;
- strive to be good corporate citizens on responsibilities such as sustainable development, health, safety, environment and community; and
- have respect for each other, including by embracing diversity, openness, sharing, mutual trust and teamwork.

The Code of Conduct imposes a responsibility on individuals to report breaches of the Code to executive management or to a director so that appropriate remedial action can be taken.

### **3.3 Ethical Behaviour**

With the relatively small employee base at this stage of the Company's development, management is charged with the responsibility of ensuring all employees are committed to maintaining an open working environment in which employees are able to report instances of unsafe work practices and unethical, unlawful or undesirable conduct without fear of intimidation or reprisal. Given the nature and size of the Company, employees have regular opportunity for direct interaction with the Board.

### **3.4 Anti-Bribery and Corruption Policy**

The Company's Anti-Bribery and Corruption Policy is binding on all directors and employees. This policy sets out the responsibilities of personnel in observing and upholding the Company's position on bribery and corruption, promotes the use of legitimate business practices and provides information and guidance on how to recognise and deal with instances of bribery and corruption.

A copy of the Company's Anti-Bribery and Corruption Policy is available in the corporate governance section of the website.

### **3.5 Whistleblower Policy**

The Company's Whistleblower Policy is binding on all directors and employees. This policy encourages and supports people to feel confident to speak up safely and securely if they become aware of wrongdoing or illegal or improper conduct within the Company. The Whistleblower Policy has been implemented and presented to staff and is available in the corporate governance section of the website.

## **Principle 4: Safeguard the integrity of Corporate Reports**

### **4.1 AUDIT COMMITTEE**

The Board has chosen not to establish an Audit Committee. The Board considers that due to the relative small size of the Company that the interests of the Company are best served by the full Board completing the functions normally delegated to an audit committee.

The processes that the Board employs to independently verify and safeguard the integrity of its corporate reporting include:

- reviewing and adopting the Company's Quarterly, Half Year and Annual Report prior to release to shareholders and the ASX
- overseeing the Company's relationship with the external auditor the external audit function generally and ensuring the external audit engagement partner rotation is in accordance with the Corporations Code;
- overseeing the adequacy of the control processes in place in relation to the preparation of financial statements and reports; and
- overseeing the adequacy of the Company's financial risk management and internal controls.

### **4.2 MANAGING DIRECTOR AND CFO DECLARATION**

The Managing Director and Chief Financial Officer provide a declaration in accordance with Section 295A of the Corporations Act in relation to the half year and annual accounts and assured the Board that the declaration is founded on a sound system of risk management and internal controls and that the systems are operating effectively and efficiently in all material respects.

### **4.3 EXTERNAL AUDITOR**

The external auditor is invited and attends the Companies AGM and is available to answer questions from shareholders relevant to the audit.

## **Principle 5: Make timely and balanced disclosure**

The Company has established policies and procedures, set out in its Continuous Disclosure and Information Policy, relating to the disclosure of information to interested parties. A copy of the Policy is in the Corporate Governance section of the Company's website.

The Company Secretary is responsible for ensuring the Company complies with ASX Listing Rules and is responsible for communicating with the ASX.

## **Principle 6: Respect the rights of shareholders**

### **6.1 WEBSITE**

The Company has established a Continuous Disclosure and Information Policy which is designed to ensure that the Company communicates effectively with its shareholders and the investment community and that information is released and made available in an equitable manner. All information disclosed to the ASX is placed on the Company's website as soon as it is disclosed to and acknowledged by the ASX. When analysts are briefed on the Company's activities, any information provided in the presentation (if material and not previously released) is released to the ASX and placed on the Company's website.

### **6.2 INVESTOR RELATIONS**

It is the policy of the Company to communicate effectively with its shareholders by giving them ready access to balanced and understandable information about the Company.

The Company's annual report, quarterly and half yearly reports are provided to the ASX and placed on the website. Copies of these reports are sent to any shareholder or interested party requesting a copy.

### **6.3 PARTICIPATION IN MEETINGS**

Notices of meetings are mailed to all shareholders unless they have elected not to receive a copy and are also placed on the Company's website and disclosed to the ASX. Notices of meeting are to be as easily read and understandable as possible, however they must comply with the legal requirements contained in the Corporations Act and the ASX Listing Rules. The Company provides shareholders with a forum to actively participate in General Meetings.

### **6.4 ELECTRONIC COMMUNICATION**

The Company provides shareholders the option to receive communications from, and send communications to, the entity and its security registry electronically.

## Principle 7: Recognise and manage risk

### 7.1 RISK COMMITTEE

The Board is responsible for the identification of significant areas of business risk, implementing procedures to manage such risks and developing policies regarding the establishment and maintenance of appropriate ethical standards to:

- ensure compliance in legal, statutory and ethical matters;
- monitor the business environment;
- identify business risk areas;
- determine the risk appetite of the business
- identify business opportunities; and
- monitor systems established to ensure prompt and appropriate responses to shareholder complaints and enquiries.

The Board has chosen to not establish a Risk Committee.

The Board considers that due to the relative small size of the Company that the interests of the Company are best served by the full Board completing the functions normally delegated to a Risk committee. The Risk Management Policy contains procedures dealing with the Company's risk management systems and procedures.

The Board's Risk Management processes to oversee the management of risk involves the Board meeting at least annually with senior management to review the Company risks and to ensure that all reasonable procedures have been put in place to mitigate the Company's risks. The last Risk review was held in September 2022. At that Meeting the senior management reported on the effectiveness of the Company's management of its material business risks via a Risk Register.

### 7.2 RISK MANAGEMENT FRAMEWORK

The Company's risk management framework is designed to ensure that the Company identifies, documents, communicates and proactively manages material risks in a systematic way. This ensures that risk management is embedded within the culture of the business. This structure enables consideration of both the long term interests of the business as well as the day to day operations. It also ensures focus is given to those unlikely events with potentially catastrophic impacts to our business.

#### **Material exposure to economic, environmental and social sustainability risks**

The Company does have material exposure to economic, environmental and social sustainability risks, including exposure to commodity and foreign exchange market fluctuations and changes in government and environmental regulatory legislation.

The Company where necessary employs suitably qualified personnel to assist with the management of its exposure to environmental and social sustainability risks including appropriate health and safety personnel as well as heritage and environmental experts.



## **Dealing in Securities Guidelines (Securities Trading Policy)**

The Company has put in place guidelines to ensure that directors, officers and employees do not trade in the Company's shares if they are aware of non-public information that could be expected to have a material effect on the market price of the Company's shares. A copy of the Securities Trading Policy is set out in the Corporate Governance section of the Company's website.

### **7.3 INTERNAL AUDIT FUNCTION**

The Company does not have an internal audit function the function is undertaken by the Board and management. The process employed to evaluate and improve the internal control process by the Board involves meeting, at the time of the external audit review meeting which is held a minimum of twice each year, to consider and review the Company financial risk management processes and internal controls to ensure that they are adequate and functioning.

### **7.4 MATERIAL EXPOSURE TO ECONOMIC ENVIRONMENTAL**

The Company has material exposure to economic, environmental and social sustainability risks.

Internal risks including: corporate governance, compliance, human resources, workplace health and safety, finance and administration, operational, product, business development, technology, legal and project risks.

External micro risks including: internal people; key commercial relationships; indirect commercial relationships; reputation; fraud, theft, and corruption; and money laundering and terrorism risks.

External macro risks including: natural events; political events; economic events; technology changes; environmental events; cultural and religious events and industrial events.

The Board as part of its risk review considers the existing risks and the processes and procedures that are in place to manage and mitigate these risks it also considers changes in the Company's operations and identifies new risks that have or may arise and the processes and procedures that the Company must initiate to control and/or mitigate these risks from impacting upon the performance of the Company.

## **Principle 8: Remunerate fairly and responsibly**

### **8.1 REMUNERATION COMMITTEE**

The Board has chosen to not establish a Remuneration Committee. The Board considers that due to the relative small size of the Company that the interests of the Company are best served by the full Board completing the functions normally delegated to a Remuneration committee. The Remuneration Policy contains procedures dealing with the Company's remuneration.

The Board's Remuneration Policy was reviewed in September 2022.

### **8.2 REMUNERATION POLICIES AND PRACTICE**

During FY2022, the Board reviewed the Remuneration Policy. This Remuneration Policy is disclosed in the Corporate Governance section of the Company's website.

The full details of the Company's remuneration and policy is also set out in the Remuneration Report within the Directors' Report in the Annual Report.

### **8.3 REMUNERATION EQUITY BASED**

The full details of the equity based scheme were adopted by shareholders in a shareholders meeting and disclosed to the meeting and the ASX at the time approval was sought. Participants are not entitled to enter into transactions which limit the economic risk of participating in the scheme.

### **WHO TO CONTACT**

If you are in any doubt regarding the operation of this Policy, you should contact the Company Secretary of Corazon, Attention: Company Secretary.

**ADOPTED BY THE BOARD:** 29 June 2015

**REVIEWED BY THE BOARD:** September 2022