

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

GENMIN LIMITED
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ABN/ARBN

81 141 425 292
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Financial year ended:

31 December 2024
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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:

<https://www.genmingroup.com/company/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 31 December 2024 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: 17 April 2025

Name of authorised officer  
authorising lodgement:

Dennis Wilkins – Company Secretary

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

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

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

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

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

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

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

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

**ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES**

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

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

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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

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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>
1.7	<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:  <a href="https://www.genmingroup.com/company/corporate-governance/">https://www.genmingroup.com/company/corporate-governance/</a> and in our Corporate Governance Statement  and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:  our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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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 checked="" type="checkbox"/> [If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.genmingroup.com/company/corporate-governance/">https://www.genmingroup.com/company/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) at the Company's 2024 Annual Report at <a href="https://www.genmingroup.com/investors/reports/">https://www.genmingroup.com/investors/reports/</a></p> <p>[If the entity complies with paragraph (b):]</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>[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>
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 type="checkbox"/> and we have disclosed our board skills matrix at:</p> <p>.....</p> <p>[insert location]</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> We have disclosed the names of the directors considered by the board to be independent directors at:</p> <p>our Corporate Governance Statement</p> <p>and, where applicable, the information referred to in paragraph (b) at:</p> <p>.....</p> <p>[insert location]</p> <p>and the length of service of each director at:</p> <p>our 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, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> We have disclosed our values at: <a href="https://www.genmingroup.com/company/corporate-governance/">https://www.genmingroup.com/company/corporate-governance/</a> and at <a href="https://www.genmingroup.com/company/our-core-values/">https://www.genmingroup.com/company/our-core-values/</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"/> We have disclosed our code of conduct at: <a href="https://www.genmingroup.com/company/corporate-governance/">https://www.genmingroup.com/company/corporate-governance/</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"/> We have disclosed our Whistleblower Policy at: <a href="https://www.genmingroup.com/company/corporate-governance/">https://www.genmingroup.com/company/corporate-governance/</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"/> We have disclosed our anti-bribery and corruption policy at: <a href="https://www.genmingroup.com/company/corporate-governance/">https://www.genmingroup.com/company/corporate-governance/</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: <a href="https://www.genmingroup.com/company/corporate-governance/">https://www.genmingroup.com/company/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) at: the Company's 2024 Annual Report at <a href="https://www.genmingroup.com/investors/reports/">https://www.genmingroup.com/investors/reports/</a></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
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

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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"/> We have disclosed our continuous disclosure compliance policy at: <a href="https://www.genmingroup.com/company/corporate-governance/">https://www.genmingroup.com/company/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> We have disclosed information about us and our governance on our website at: <a href="https://www.genmingroup.com/">https://www.genmingroup.com/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input 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"/> We have disclosed how we facilitate and encourage participation at meetings of security holders at: <a href="https://www.genmingroup.com/company/corporate-governance/">https://www.genmingroup.com/company/corporate-governance/</a> and in our 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



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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 checked="" 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: <a href="https://www.genmingroup.com/company/corporate-governance/">https://www.genmingroup.com/company/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) at: the Company's 2024 Annual Report at <a href="https://www.genmingroup.com/investors/reports/">https://www.genmingroup.com/investors/reports/</a></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p>our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<input checked="" type="checkbox"/> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>We have disclosed how our internal audit function is structured and what role it performs 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 internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at:</p> <p>our Corporate Governance Statement</p>	<input type="checkbox"/> set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p>our Corporate Governance Statement</p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p>our Corporate Governance Statement, Social Responsibility Policy, Digbee ESG™ reporting, and the Company's 2024 Annual Report at <a href="https://www.genmingroup.com/investors/reports/">https://www.genmingroup.com/investors/reports/</a>.</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.genmingroup.com/company/corporate-governance/">https://www.genmingroup.com/company/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) at: the Company's 2024 Annual Report at <a href="https://www.genmingroup.com/investors/reports/">https://www.genmingroup.com/investors/reports/</a></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p>the Company's 2024 Annual Report at <a href="https://www.genmingroup.com/investors/reports/">https://www.genmingroup.com/investors/reports/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: <a href="https://www.genmingroup.com/company/corporate-governance/">https://www.genmingroup.com/company/corporate-governance/</a> and in our Corporate Governance Statement</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 <b>OR</b> <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: ..... [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"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## 1. Approach to Corporate Governance

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Genmin Limited ACN 141 425 292 (**Company** or **Genmin**) has established a corporate governance framework, the key features of which are set out in this statement.

In establishing its corporate governance framework, the Company has referred to the recommendations set out in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (4th Edition)* (**Principles & Recommendations**). The Company is committed to the highest level of ethics and governance and has followed each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices.

Where the Company's corporate governance practices follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices do not follow a recommendation, the Board has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices the Company has adopted instead of those in the recommendation.

The following governance-related documents can be found on the Company's website at <https://www.genmingroup.com/company/corporate-governance/>.

This statement was approved by a resolution of the Board on 27 March 2025.

## 2. Charters

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- Board Charter
- Audit & Risk Management Committee Charter
- Remuneration & Nomination Committee Charter

## 3. Policies

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- Anti-Bribery and Corruption Policy
- Board Performance Evaluation Policy
- Code of Conduct
- Code of Conduct for Directors
- Communications Policy
- Continuous Disclosure Policy
- Diversity Policy
- Donations & Community Investments Policy
- External Auditor Policy
- Privacy Policy
- Securities Dealing Policy
- Social Responsibility Policy
- Whistleblower Policy

Recommendations (4 <sup>th</sup> Edition)	Comply	Disclosure
<b>Principle 1 – Lay solid foundations for management and oversight</b>		
<b>Recommendation 1.1</b> 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.	<b>YES</b>  <b>YES</b>	The Company has established the respective roles and responsibilities of its Board and executive management, those matters expressly reserved to the Board and those delegated to executive management. This information is available to view in the <i>Board Charter</i> on our website.
<b>Recommendation 1.2</b> 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.	<b>YES</b>  <b>YES</b>	The Board is and has been responsible for undertaking appropriate checks on Directors prior to appointment and ensuring the Board is comprised of Directors with the appropriate skill sets and experience. The process for appointing Directors may include undertaking checks as to character, experience, education, criminal record and bankruptcy history. These checks have been undertaken in relation to all current Board members and will be undertaken prior to the appointment or election of any new Board members. For future appointments, the Board will select and appoint Directors with the assistance of the Remuneration & Nomination Committee. Management undertakes appropriate checks before appointing senior executives.  The Company will provide all relevant information in the notice of meeting for all appointed Directors seeking re-election at each annual general meeting.
<b>Recommendation 1.3</b> A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	<b>YES</b>	Each Non-Executive Director's individual responsibilities are set out in an appointment letter. The Chief Executive Officer ( <b>CEO</b> ) and each senior executive are engaged under employment agreements, which include formal job descriptions.
<b>Recommendation 1.4</b> 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.	<b>YES</b>	The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The advice and services of the Company Secretary are available to all Directors and Committees.
<b>Recommendation 1.5</b> A listed entity should: 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: 1) the measurable objectives set for that period to achieve gender diversity; 2) the entity's progress towards achieving those objectives; and 3) either: i. the respective proportions of men and women on the board,	<b>YES</b>  <b>NO</b>  <b>NO</b>	The Company places value on diversity and inclusion and acknowledges the enhanced business performance this brings. The Company has adopted a Diversity Policy, which provides for the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company's progress in achieving them. The Company aims to attract and retain a diverse range of talented people to work in all levels of its business and all locations and understands that a wide array of experiences and perspectives resulting from diversity in all areas of potential difference promotes innovation and business success.  Measurable objectives were not set by the Board for the reporting period. As at the reporting date, the Company had no female Directors; the three person C-Suite included no females; the six person head office team included three females; and the eight person Libreville team included four females.

Recommendations (4 <sup>th</sup> Edition)	Comply	Disclosure
<p><i>in senior executive positions and across the whole workforce (including how the entity has defined “senior executive” for these purposes); or</i></p> <p>ii. <i>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.</i></p>		
<p><b>Recommendation 1.6</b> A listed entity should:</p> <p>a) <i>have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</i></p> <p>b) <i>disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</i></p>	<p><b>YES</b></p> <p><b>YES</b></p>	<p>The Company has adopted a <i>Board Performance Evaluation Policy</i> to ensure individual Directors and the Board as a whole work efficiently and effectively in achieving their functions. The assessment process which may be used by the Board, through the Remuneration and Nomination Committee, includes:</p> <p>a) the Chair will meet with each Non-Executive Director separately to discuss individual performance and ideas for improvement;</p> <p>b) each individual Director’s performance is appraised in a meeting that is led by the Chair that is held with another Director. In a meeting led by the chair of the Audit &amp; Risk Management Committee and held with another Director, the Chair’s performance is assessed; and</p> <p>c) the Board as a whole will discuss and analyse its own performance during the year including suggestions for change or improvement.</p> <p>An independent third-party consultant may be used to facilitate the assessment.</p> <p>A Board performance assessment was not undertaken during the reporting period. The Board reviewed the Company’s Board and management skills during the reporting period and made a number of changes to broaden and reposition board and management skills as the Company transitions to a mining operations entity, as announced to the market on 11 July 2024 and 23 December 2024.</p>
<p><b>Recommendation 1.7</b> A listed entity should:</p> <p>a) <i>have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</i></p> <p>b) <i>disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</i></p>	<p><b>YES</b></p> <p><b>YES</b></p>	<p>The Company has adopted a Board Performance Evaluation Policy under which the Remuneration and Nomination Committee will oversee the performance evaluation of the executive team. This evaluation is based on specific criteria, including the performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.</p> <p>Evaluations of the performance of the Company’s senior executives were not conducted during the reporting period.</p>
<b>Principle 2 – Structure the board to be effective and add value</b>		
<p><b>Recommendation 2.1</b> The board of a listed entity should:</p> <p>a) <i>have a nomination committee which:</i></p> <p>1) <i>has at least three members, a majority of whom are independent directors; and</i></p>	<p><b>YES</b></p>	<p>The Company has established a combined Remuneration and Nomination Committee. For the period 1 January 2024 to 10 July 2024, the Committee was comprised of Mr Michael Arnett (chair of the Committee) and Non-Executive Directors Mr Brian van Rooyen and Mr John Hodder. For the balance of the reporting period, the Committee comprised Mr Michael Arnett (chair), Mr Greg Lilleyman and Mr John Hodder.</p>



Recommendations (4 <sup>th</sup> Edition)	Comply	Disclosure																								
<div>2) is chaired by an independent director, and disclose:</div> <div>3) the charter of the committee;</div> <div>4) the members of the committee; and</div> <div>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</div> <div>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.</div>	<div>YES</div> <div>YES</div> <div>YES</div> <div>YES</div> <div>N/A</div>	<div>The <i>Remuneration and Nomination Committee Charter</i> is included in the Corporate Governance section of the Company’s website.</div> <div>The qualifications, experience, and attendance of the members of the Remuneration and Nomination Committee are disclosed in the Company’s Directors’ Report (contained in the 2024 Annual Report).</div>																								
<div><b>Recommendation 2.2</b></div> <div>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</div>	<div>NO</div>	<div>The Company does not have and does not disclose a formal board skill matrix setting out the mix of skills and diversity for the Board composition. In accordance with the <i>Board Charter</i>, the Board will from time to time review the skills, experience, expertise, and diversity represented by Directors on the Board and determine whether the composition and mix remain appropriate for the Company’s strategy and cover the skills needed to address existing and emerging business and governance issues relevant to the Company. Additionally, the Remuneration and Nomination Committee will assist the Board with the review and assessment of the Board composition in accordance with <i>Remuneration and Nomination Committee Charter</i>.</div> <div>The Board undertook such a review during the reporting period, as detailed in Recommendation 1.6.</div>																								
<div><b>Recommendation 2.3</b></div> <div>A listed entity should disclose:</div> <div>a) the names of the directors considered by the board to be independent;</div> <div>b) if a director has an interest, position 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</div> <div>c) the length of service of each director.</div>	<div>YES</div> <div>N/A</div> <div>YES</div>	<div>At 31 December 2024, the Board consisted of:</div> <table><tr><th>Name</th><th>Role</th><th>Independent</th><th>Date Appointed</th></tr><tr><td>Mr G Lilleyman</td><td>Non-Executive Chair</td><td>Yes</td><td>11 July 2024</td></tr><tr><td>Mr M Arnett</td><td>Non-Executive Director</td><td>Yes</td><td>10 March 2021</td></tr><tr><td>Mr G Ariti</td><td>Non-Executive Director</td><td>No</td><td>11 January 2010</td></tr><tr><td>Mr J Hodder</td><td>Non-Executive Director</td><td>No</td><td>22 May 2014</td></tr><tr><td>Mr S Amico</td><td>Non-Executive Director</td><td>Yes</td><td>1 May 2019</td></tr></table> <div>Mr Lilleyman and Mr Amico (with Mr Ariti) were appointed to an interim management Board committee in December 2024, pending the commencement of the Company’s new CEO. The Board considered the independence of Mr Lilleyman and Mr Amico and concluded that their independence from management and</div>	Name	Role	Independent	Date Appointed	Mr G Lilleyman	Non-Executive Chair	Yes	11 July 2024	Mr M Arnett	Non-Executive Director	Yes	10 March 2021	Mr G Ariti	Non-Executive Director	No	11 January 2010	Mr J Hodder	Non-Executive Director	No	22 May 2014	Mr S Amico	Non-Executive Director	Yes	1 May 2019
Name	Role	Independent	Date Appointed																							
Mr G Lilleyman	Non-Executive Chair	Yes	11 July 2024																							
Mr M Arnett	Non-Executive Director	Yes	10 March 2021																							
Mr G Ariti	Non-Executive Director	No	11 January 2010																							
Mr J Hodder	Non-Executive Director	No	22 May 2014																							
Mr S Amico	Non-Executive Director	Yes	1 May 2019																							

Recommendations (4 <sup>th</sup> Edition)	Comply	Disclosure
		substantial holders was not compromised in the reporting period and that each was an independent Director in 2024.
<b>Recommendation 2.4</b> <i>A majority of the board of a listed entity should be independent directors.</i>	YES	<p>A majority of the Board as at 31 December 2024 are independent Directors as noted in the table at Recommendation 2.3. Mr Hodder and Mr Ariti are not considered to be independent Directors as Mr Hodder represents a substantial shareholder in the Company and Mr Ariti was employed by the Company in an executive capacity within the past three years.</p> <p>The Company believes that the current Directors have the expertise and experience to support the Company's business strategy in line with the Principles &amp; Recommendations.</p>
<b>Recommendation 2.5</b> <i>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.</i>	YES	<p>Mr Arnett, who served as Chair from March 2021 to December 2024, was an independent Non-Executive Director. He did not perform the role of CEO of the Company.</p> <p>Mr Lilleyman, who was appointed as Chair in December 2024, is an independent Non-Executive Director. He does not perform the role of CEO of the Company.</p>
<b>Recommendation 2.6</b> <i>A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</i>	YES	In accordance with the <i>Board Charter</i> , the Company provides any new Directors with an induction process. The assessment of professional development opportunities for Directors and senior executives is part of the annual performance review process.
<b>Principle 3 – Instil a culture of acting lawfully, ethically, and responsibly</b>		
<b>Recommendation 3.1</b> <i>A listed entity should articulate and disclose its values.</i>	YES	The Company is committed to a high level of integrity and ethical standards in all business practices. Accordingly, the Board has adopted a <i>Code of Conduct</i> that outlines Genmin's values and guiding principles for its employees' and Directors' behaviour and conduct in the workplace, community, and host nations it works in. These values are included in Company presentations released to the ASX and appear on the Company's website at <a href="https://www.genmingroup.com/company/our-core-values/">https://www.genmingroup.com/company/our-core-values/</a> .
<b>Recommendation 3.2</b> a) <i>have and disclose a code of conduct for its directors, senior executives, and employees; and</i> b) <i>ensure that the board or a committee of the board is informed of any material breaches of that code.</i>	YES  YES	<p>In addition to the Company's <i>Code of Conduct</i>, the Board has established a <i>Code of Conduct for Directors</i> to be followed by Directors of the Company and its subsidiaries. The objective of the <i>Code of Conduct for Directors</i> is to promote ethical and responsible decision-making by Directors.</p> <p>All employees are required to report any breach (or grounds to suspect a breach) of the <i>Code of Conduct</i> in accordance with the Company's <i>Whistleblower Policy</i>. The Board receives information on reports made under the <i>Whistleblower Policy</i> and any material incidents raised.</p>
<b>Recommendation 3.3</b> <i>A listed entity should:</i> a) <i>have and disclose a whistleblower policy; and</i> b) <i>ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</i>	YES  YES	<p>The Company is committed to the highest standards of conduct and ethical behaviour in all business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance, and good corporate governance and has formulated a <i>Whistleblower Policy</i> which is disclosed on the Company's website.</p> <p>The Board is to be notified of any material incidents reported under the <i>Whistleblower Policy</i>.</p>
<b>Recommendation 3.4</b> <i>A listed entity should:</i>		Genmin is committed to conducting its business and activities with integrity and prohibits bribery and corruption in any form and has

Recommendations (4 <sup>th</sup> Edition)	Comply	Disclosure
<p>a) have and disclose an anti-bribery and corruption policy; and</p> <p>b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</p>	<p><b>YES</b></p> <p><b>YES</b></p>	<p>established an <i>Anti-Bribery and Corruption Policy</i>, which is disclosed on the Company's website.</p> <p>All employees are required to report any breach (or grounds to suspect a breach) of the <i>Anti-Bribery and Corruption Policy</i> to the Board in accordance with the Company's <i>Whistleblower Policy</i>. The Board receives information on reports made under the <i>Whistleblower Policy</i> and any material incidents raised.</p>
<b>Principle 4 – Safeguard the integrity of corporate reports</b>		
<p><b>Recommendation 4.1</b></p> <p>The board of a listed entity should:</p> <p>a) have an audit committee which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director, who is not the chair of the board, and disclose:</li> <li>3) the charter of the committee;</li> <li>4) the relevant qualifications and experience of the members of the committee; and</li> <li>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</li> </ol> <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><b>YES</b></p> <p><b>NO</b></p> <p><b>YES</b></p> <p><b>YES</b></p> <p><b>YES</b></p> <p><b>N/A</b></p>	<p>The Company has established a combined Audit and Risk Management Committee. For the period 1 January 2024 to 10 July 2024, the Committee was comprised of Mr Brian van Rooyen (chair of the Committee) and Non-Executive Directors Mr Michael Arnett and Mr Salvatore Amico. For the balance of the reporting period, the Committee comprised Mr Greg Lilleyman (chair), Mr Michael Arnett and Mr Salvatore Amico.</p> <p>The <i>Audit and Risk Management Committee Charter</i> is included in the Corporate Governance section of the Company's website. The qualifications, experience, and attendance of the members of the Audit and Risk Management Committee are disclosed in the Company's Directors' Report (contained in the 2024 Annual Report).</p>
<p><b>Recommendation 4.2</b></p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<b>YES</b>	<p>Prior to approving the Company's financial statements the Board receives from its CEO and the Chief Financial Officer (<b>CFO</b>) a written declaration that, in their opinion, the financial records of the Company for the relevant financial period have been properly maintained and that the financial statements for the relevant financial period comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and the consolidated entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>
<p><b>Recommendation 4.3</b></p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<b>YES</b>	<p>The Company provides interim (currently quarterly) updates of the Company's progress across all areas of the business, including select financial information.</p> <p>The independent, Non-Executive Chair of the Board has responsibility for reviewing and recommending for approval to the full Board, non-</p>

Recommendations (4 <sup>th</sup> Edition)	Comply	Disclosure
		audited or non-externally reviewed periodic corporate reports released to the market. In forming his recommendation, the Chair receives a written declaration from the CEO and CFO confirming that to the best of their knowledge, the financial information is correct, and is in accordance with relevant legislation and regulation, and that appropriate financial controls are in place within the Company.
<b>Principle 5 – Make timely and balance disclosure</b>		
<b>Recommendation 5.1</b> <i>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</i>	YES	The Company has adopted a <i>Continuous Disclosure Policy</i> to ensure timely and balanced disclosure of information in line with ASX Listing Rule disclosure requirements, the ASX continuous disclosure guidelines and the Corporations Act. The <i>Continuous Disclosure Policy</i> provides communication protocols for the administration of all continuous disclosure procedures and structure to consider all matters that potentially require disclosure to the ASX and to ensure that all appropriate and price sensitive information is brought before the Board or the disclosure committee for discussion.
<b>Recommendation 5.2</b> <i>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</i>	YES	The Company's <i>Continuous Disclosure Policy</i> states that all ASX announcements will be immediately circulated to Directors after they have been made. Also, each board member receives an acknowledgement directly from the ASX at the time an announcement is lodged.
<b>Recommendation 5.3</b> <i>A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</i>	YES	As described in the Company's <i>Communications Policy</i> , which is disclosed on the Company's website, copies of corporate presentation materials provided to investors and analysts which contain new information are released on the ASX market announcements platform prior to the presentation and are posted on the Company's website.
<b>Principle 6 – Respect the rights of security holders</b>		
<b>Recommendation 6.1</b> <i>A listed entity should provide information about itself and its governance to investors via its website.</i>	YES	The Company provides information about itself and its governance to investors via its website at <a href="http://www.genmingroup.com">www.genmingroup.com</a> as set out in its <i>Communications Policy</i> . The Company's website provides information about the Company, its projects, its Board and management and governance. It is a platform to disclose official ASX releases of material information and periodic reports, press releases, notices and presentations as well as a mechanism for shareholders to contact the Company via email.
<b>Recommendation 6.2</b> <i>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</i>	YES	The Company has designed and implemented an investor relations program to facilitate effective two-way communication with investors. The program is set out in the Company's <i>Communications Policy</i> .
<b>Recommendation 6.3</b> <i>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</i>	YES	The Company has a <i>Communications Policy</i> , which is included on the Company's website. The Policy specifically encourages full participation of shareholders at its annual general meeting and outlines the various ways in which the Company communicates with shareholders.
<b>Recommendation 6.4</b> <i>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</i>	YES	All resolutions at shareholders meetings held during the reporting period were voted on by way of poll.
<b>Recommendation 6.5</b> <i>A listed entity should give security holders the option to receive communications from,</i>	YES	Shareholders can register with the Company to receive email notifications of when an announcement is made to ASX, including the release of annual, half-yearly and quarterly reports. Further, the

Recommendations (4 <sup>th</sup> Edition)	Comply	Disclosure
and send communications to, the entity and its security registry electronically.		Company provides information through its website enabling security holders to email the Company. The share registry also provides the ability to email the share registry and to receive documents by email from the share registry.
<b>Principle 7 – Recognise and manage risk</b>		
<b>Recommendation 7.1</b> The board of a listed entity should: <ul style="list-style-type: none"> <li>a) have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director, and disclose:</li> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>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</li> </ul> </li> <li>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.</li> </ul>	<p><b>YES</b></p> <p><b>YES</b></p> <p><b>YES</b></p> <p><b>YES</b></p> <p><b>YES</b></p> <p><b>N/A</b></p>	<p>The Company has established a combined Audit and Risk Management Committee. For the period 1 January 2024 to 10 July 2024, the Committee was comprised of Mr Brian van Rooyen (chair of the Committee) and Non-Executive Directors Mr Michael Arnett and Mr Salvatore Amico. For the balance of the reporting period, the Committee comprised Mr Greg Lilleyman (chair), Mr Michael Arnett and Mr Salvatore Amico.</p> <p>The <i>Audit and Risk Management Committee Charter</i> is included in the Corporate Governance section of the Company's website.</p> <p>The qualifications, experience, and attendance of the members of the Audit and Risk Management Committee are disclosed in the Company's Directors' Report (contained in the 2024 Annual Report).</p>
<b>Recommendation 7.2</b> The board or a committee of the board should: <ul style="list-style-type: none"> <li>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</li> <li>b) disclose, in relation to each reporting period, whether such a review has taken place.</li> </ul>	<p><b>YES</b></p> <p><b>YES</b></p>	<p>The Audit and Risk Management Committee maintains a risk register and management plans, with the top 20 risks and achievement of the management plans to be reported to the Board on a quarterly basis.</p> <p>The Board is responsible for reviewing the Company's risk management framework at least annually to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board. The Board undertook such a review during the reporting period.</p>
<b>Recommendation 7.3</b> A listed entity should disclose: <ul style="list-style-type: none"> <li>a) if it has an internal audit function, how the function is structured and what role it performs; or</li> <li>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.</li> </ul>	<p><b>N/A</b></p> <p><b>YES</b></p>	<p>The Company does not have an internal audit function. Refer to Recommendation 7.2 above.</p> <p>The Audit and Risk Committee responsibilities include reviewing the adequacy and effectiveness of the Company's internal control framework.</p>
<b>Recommendation 7.4</b> A listed entity should disclose whether it has any material exposure to environmental or	<b>YES</b>	The Company has exposure to a range of environmental and social risks, including exposure to natural events, climate change, and changes in environmental, social and governance legislation. These



Recommendations (4 <sup>th</sup> Edition)	Comply	Disclosure
social risks and, if it does, how it manages or intends to manage those risks.		<p>risks will increase to a material level in the event that the Company commences mining and production operations.</p> <p>Genmin aims to avoid or, where this is not possible, minimise its impacts, on the environment while contributing to lasting environmental and social benefits across the regions where it operates.</p> <p>The Company is committed to complying with all legislative and common law requirements which affect its business, particularly environmental regulations, health and safety, and cultural and community development laws. The Company engages with its communities and stakeholders to develop a mutual understanding of environmental issues and takes their perspectives and knowledge into account in its decision-making.</p> <p>As part of the application process for the large scale, 20 year mining permit for the Company's flagship Baniaka project (granted in December 2023), the Company undertook a comprehensive social and environmental impact assessment (<b>SEIA</b>) which addressed many of the environmental and social risks associated with commencement of operations at Baniaka. The SEIA received final approval from the Minister of Environment in Gabon in August 2023.</p> <p>The Company also undertook the Digbee ESG™ reporting framework process to assess and disclose its ESG metrics and to assist the Company's risk management process. The Company was awarded an updated ESG certification for the Company's corporate activities and Baniaka by Digbee in Q4 2024.</p> <p>The Company published its inaugural <i>Social Responsibility Policy</i> during 2022 to provide guidelines in relation to its commitment to social responsibility and support a culture committed to the health and safety of its people, the environment, and the communities in which it operates.</p> <p>The material risks set out in the 2024 Annual Report include disclosures related to social risks.</p>
<b>Principle 8 – Remunerate fairly and responsibly</b>		
<p><b>Recommendation 8.1</b></p> <p>The board of a listed entity should:</p> <p>a) have a remuneration committee which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>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</li> </ol> <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</p>	<p><b>YES</b></p> <p><b>YES</b></p> <p><b>YES</b></p> <p><b>YES</b></p> <p><b>YES</b></p> <p><b>N/A</b></p>	<p>The Company has established a combined Remuneration and Nomination Committee. For the period 1 January 2024 to 10 July 2024, the Committee was comprised of Mr Michael Arnett (chair of the Committee) and Non-Executive Directors Mr Brian van Rooyen and Mr John Hodder. For the balance of the reporting period, the Committee comprised Mr Michael Arnett (chair), Mr Greg Lilleyman and Mr John Hodder.</p> <p>The <i>Remuneration and Nomination Committee Charter</i> is included in the Corporate Governance section of the Company's website.</p> <p>The qualifications, experience, and attendance of the members of the Remuneration and Nomination Committee are disclosed in the Company's Directors' Report (contained in the 2024 Annual Report).</p>

