

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Tietto Minerals Limited

ABN/ARBN

53 143 493 119

Financial period ended:

31 December 2023

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

☐ These pages of our annual report:

☒ This URL on our website:

<https://www.tietto.com/corporate/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 28 March 2024 and has been approved by the board.

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

Date: 28 March 2024

Name of authorised officer
authorising lodgement: Matthew Foy

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed these matters in the Board charter in the Corporate Governance Statement at: https://www.tietto.com/corporate/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/> and we have disclosed this process in clause 4 of the Nomination Committee charter in the Corporate Governance Statement at: https://www.tietto.com/corporate/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	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"/> and we have disclosed this requirement in clause 4(d)(vi) in the Nomination Committee charter in the Corporate Governance Statement at: https://www.tietto.com/corporate/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	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"/> and we have disclosed this requirement in clause 7 in the Board charter in the Corporate Governance Statement at: https://www.tietto.com/corporate/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement and we have disclosed a copy of our diversity policy in the Corporate Governance Policies manual located at: https://www.tietto.com/corporate/corporate-governance/ and we have disclosed the information referred to in paragraphs (b) & (c) in Clause 1.5 of the corporate governance statement attached to this Appendix 4G.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	<p><input checked="" type="checkbox"/> We have disclosed the evaluation process referred to in paragraph (a) at clause 4(d) of the Corporate Governance Policies manual located : https://www.tietto.com/corporate/corporate-governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process is set out in the corporate governance statement attached to this Appendix 4G in clause 1.6.</p>	<p><input type="checkbox"/></p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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 clause 4(d) of the Corporate Governance Policies manual located : https://www.tietto.com/corporate/corporate-governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process is set out in the corporate governance statement attached to this Appendix 4G in clause 1.7.</p>	<p><input type="checkbox"/></p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<input type="checkbox"/>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the Nomination Committee charter in the Corporate Governance Policies Manual located: https://www.tietto.com/corporate/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) in Clause 2.1 of the Corporate Governance Statement attached to this Appendix 4G.</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.	<input checked="" type="checkbox"/> Board skills matrix disclosed as an appendix to the Corporate Governance Statement attached to this Appendix 4G.	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<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"/> and we have disclosed the names of the directors considered by the board to be independent directors in the Corporate Governance Statement attached to this Appendix 4G and, where applicable, the information referred to in paragraph (b) in the Corporate Governance Statement attached to this Appendix 4G.</p> <p>The length of service of each director is set out in the Corporate Governance Statement attached to this Appendix 4G.</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, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/> This information is disclosed in the Corporate Governance Statement attached to this Appendix 4G.	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input type="checkbox"/> This information is disclosed in the Corporate Governance Statement attached to this Appendix 4G.	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/> This information is disclosed in the Corporate Governance Statement attached to this Appendix 4G.	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed these values in the Statement of Values document located at https://www.tietto.com/corporate/corporate-governance/	<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 in the Corporate Governance Policies manual located at: https://www.tietto.com/corporate/corporate-governance/	<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 values in the Whistleblower policy document located at https://www.tietto.com/corporate/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy document located at: https://www.tietto.com/corporate/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<input type="checkbox"/>	<p><input checked="" type="checkbox"/> Tietto has disclosed a copy of the charter of the committee at: https://www.tietto.com/corporate/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) is set out in Clause 4.1 of the Corporate Governance Statement attached to this Appendix 4G.</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"/> in the Corporate Governance statement attached to this Appendix 4G.	<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"/> in the Company's Corporate Governance Policies manual in the Board Charter located at https://www.tietto.com/corporate/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> in the Company's Corporate Governance Policies manual in the Board Charter located at https://www.tietto.com/corporate/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/> in the Company's Corporate Governance Policies manual in the Board Charter located at https://www.tietto.com/corporate/corporate-governance/	<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"/> in the Company's Corporate Governance Policies manual in the Continuous Disclosure policy located at https://www.tietto.com/corporate/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://www.tietto.com/corporate/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/> and we have disclosed the Company's Shareholder Communication Policy in the Corporate Governance Policies manual located at: https://www.tietto.com/corporate/corporate-governance/	<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 the Company's Shareholder Communication Policy in the Corporate Governance Policies manual located at: https://www.tietto.com/corporate/corporate-governance/	<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"/> and we have disclosed this policy in the Shareholder Communication Policy in the Corporate Governance Policies manual located at: https://www.tietto.com/corporate/corporate-governance/	<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"/> and we have disclosed this policy in the Shareholder Communication Policy in the Corporate Governance Policies manual located at: https://www.tietto.com/corporate/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<input type="checkbox"/>	<p><input checked="" type="checkbox"/> Tietto has disclosed a copy of the Risk Committee charter at: https://www.tietto.com/corporate/corporate-governance/ and the information referred to in paragraphs (4) and (5) is set out in Clause 7.1 of the Corporate Governance Statement attached to this Appendix 4G</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>	<input type="checkbox"/>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Policies manual located at https://www.tietto.com/corporate/corporate-governance/ is the risk management framework undertaken by the full board. The information required by (b) is set out in Clause 7.2 of the Corporate Governance Statement attached to this Appendix 4G.</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<input type="checkbox"/>	<p><input checked="" type="checkbox"/> set out in Clause 7.3 of the Corporate Governance Statement attached to this Appendix 4G is further information on the reasons why the Company does not have an internal audit function. These functions are presently undertaken by the full Board with a view to continually improving the effectiveness of the Company's internal control processes.</p>

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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 type="checkbox"/>	<input checked="" type="checkbox"/> set out in clause 7.4 of the Corporate Governance Statement attached to this Appendix 4G is further information on the Company's exposure in this regard.

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<input type="checkbox"/>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p> <p>TIE has disclosed the fact that it does have a separate remuneration committee 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 in the Remuneration Committee charter in the Corporate Governance Policies manual located:</p> <p>https://www.tietto.com/corporate/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) is disclosed in Clause 8.1 of the Corporate Governance Statement attached to this Appendix 4G.</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.	<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: https://www.tietto.com/corporate/corporate-governance/	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<input type="checkbox"/>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

The Board of Directors of Tietto Minerals Ltd (the “Company”) is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

This statement sets out the main corporate governance practices in place throughout the financial period in accordance with 4th edition of the ASX Principles of Good Corporate Governance and Best Practice Recommendations.

Further information about the Company’s corporate governance practices is set out on the Company’s website at <https://www.tietto.com/>

This Statement was approved by the Board of Directors and is applicable for the twelve month period ended 31 December 2023.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

ASX Recommendation 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.**

The Board has adopted a formal charter that details the respective board and management functions and responsibilities. A copy of this board charter is available in the corporate governance section of the Company’s website at <https://www.tietto.com/>

Information about the respective roles and responsibilities of our board and management (including those matters expressly reserved for the board and those delegated to management) is found under the Board Charter.

The functions reserved for the Board and those delegated to senior executives have been established and are further disclosed in the annual report.

ASX Recommendation 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.**

The Company considers the character, industry and relevant experience, education and skill set, as well as interests and associations of candidates for appointment to the Board. The Company conducts appropriate checks to verify the suitability of the candidate and material information is provided to the security holders with regards the election of directors.

As required under the ASX Listing rules and the Corporations Act, election or re-election of directors is a resolution put to members at each Annual General meeting. The notice of Annual General Meeting and the Directors report contains all material information relevant to a decision on whether or not to elect or re-elect a director.

The Company requires its directors to acquire and provide their unique Director Identification Number (DIN) from the Australian Business Registry Services (ABRS).

ASX Recommendation 1.3: a listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

This practice is in place.

ASX Recommendation 1.4: the company secretary of a listed company should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

This practice is in place.

ASX Recommendation 1.5: 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 the board, senior executives and workforce generally;**
- c) disclose in relation to each reporting period**
 - the measurable objectives set for that period to achieve gender diversity;**
 - the entities progress towards achieving these objectives; and**
 - the respective proportions of men and women on the board, in senior executive positions and across the whole workforce.**

The Company has adopted a Diversity Policy which is available in the corporate governance section of the Company's website at <https://www.tietto.com/>

The Company recognises that a diverse and talented workforce is a competitive advantage and that the Company's success is the result of the quality and skills of our people. The Company's policy is to recruit and manage on the basis of qualification for the position and performance, regardless of gender, age, nationality, race, religious beliefs, cultural background, sexuality or physical ability. It is essential that the Company employs the appropriate person for each job and that each person strives for a high level of performance.

To drive diversity and inclusion within the Company, the Board has set the following objectives: To increase the percentage of women in the business and more specifically, in leadership roles, and actively promote a culture that values diversity, inclusion and flexibility.

The measurable objectives have been set for FY23 onwards at a 5-year Company-wide target of 30% female representation and a long-term target of 40% female / 40% male / 20% unallocated to allow flexibility for Board renewal. The Company's global employment policy is to employ based on merit using fair and equitable recruitment processes while remaining compliant with labour code of Australia, Cote D'Ivoire and any other country where it operates.

As at 31 December 2023, there was one female Board member (17%) and 33% of senior executives who report directly to the Executive Director were female.

Company wide approximately 11% of all Tietto employees are represented by women. In Cote D'Ivoire the Company employs staff both directly as well as through contractors. Approximately 10% of contractors are female while approximately 13% of directly employed staff are female. Within several divisions, the proportion of female staff employed by directly by Tietto has grown over the past year with women represented as follows: Commercial – 28%, Finance – 67%, Health, safety and environment - 23%, Human resources – 22%.

ASX Recommendation 1.6: a listed entity should

- a) have and disclose the process for periodically evaluating the performance of the board, its committees and individual directors; and**
- b) disclose whether such performance evaluations were undertaken for each reporting period.**

The process is not published in the corporate governance policies. The Board aims to review its performance and that of its committees and individual directors on an annual basis. Performance is reviewed against the Board Charter and any other Board responsibilities. Evaluation will have regard to, amongst other things, ensuring proper and effective management and performance of financial, operational and compliance indicators. During the reporting period no formal evaluation took place and no formal board review was undertaken during the year.

ASX Recommendation 1.7: a listed entity should

- a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and**
- b) disclose whether performance evaluations was undertaken in accordance with the process during or in respect of that period.**

The process is not published in the corporate governance policies.

The assessment of executive performance takes place periodically and are conducted by the Chairman and reported to the Remuneration Committee for consideration as part of

any salary reviews, which in turn is recommended to the Board. In the context of undertaking comprehensive reviews of remuneration practices of the Company, the historical performance of senior executives is taken into account against clear key performance indicators. The Remuneration Committee met three times during the year where short and long term goals were set for executives. No formal executive performance evaluations were conducted during the reporting period.

PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

ASX Recommendation 2.1: The board of a listed entity should have a nomination committee which:

- a) has at least three members, a majority of whom are independent directors; and**
- b) is chaired by an independent director; and disclose**
the charter of the committee, the members of the committee and the number of times the committee met throughout the period and member attendance at those meetings.

During the year, the Board constituted a separate Remuneration and Nomination Committee which reports to the Board and makes recommendations on a regular basis to ensure that the Company has a Board of an effective composition, size and commitment to adequately discharge its responsibilities and duties and bring transparency, focus and independent judgment to decisions regarding the composition of the Board.

There are four members all of whom have non-executive roles half (two members) being considered Independent directors. The committee members are: Francis Harper, Shaddrack Sowah, Paul Kitto and Sabina Shugg.

The committee chair is Paul Kitto each meeting.

The committee met three times during the year.

The relevant member qualifications for each member are reported in the Annual Report.

The Board considers succession issues and the requirements 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 regularly at Board meetings.

The Company's Nomination Committee Charter is available in the corporate government policies disclosed on the website.

ASX Recommendation 2.2: 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 .

On a collective basis the Board's skills indicates the mix of skills, experience and expertise that are considered necessary at Board level for optimal performance of the Board.

The Board skills matrix is attached to this document at Schedule 1.

ASX Recommendation 2.3: a listed entity should disclose:

- a) the names of the directors considered by the board to be independent directors and provide details in relation to the length of service;**
- b) if a director has an interest/position/relationship that meets factors of assessing independence, explain why the board has that opinion.**

There were board changes during the year, being the appointment of Mr Matthew Wilcox as an Executive Director with a subsequent transition to Managing Director as well as the appointment of Sabina Shugg (Non-executive Director).

The Company considers Hanjing Xu, Paul Kitto and Sabina Shugg to be independent directors. The length of service of each director is set out below as at the date of this report 2024:

- Francis Harper: 6 years, 8 months.
- Matthew Wilcox: 1 year (Appointed 20 March 2023)
- Hanjing Xu: 6 years, 7 months.
- Paul Kitto: 5 years, 2 months.
- Shaddrack Sowah Adjetey: 1 year, 5 months.
- Sabina Shugg: 6 months (Appointed 27 September 2023)

ASX Recommendation 2.4: the majority of the board of a listed entity should be independent directors.

This recommendation has not been satisfied.

Half (three) Board members are considered independent directors and therefore the majority of the Board is not considered independent. Notwithstanding this apparent non-compliance, the Board is of the opinion that the objectives and current strategy of the Company are well served by retaining the current composition of the Board, irrespective of the Directors' degree of independence. A determination with respect to independence is made by the Board on an annual basis. In addition, the Directors are required on an ongoing basis to disclose relevant personal interests and conflicts of interest which in turn trigger a review of a director's independent status.

ASX Recommendation 2.5: The Chair of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

The Board's Chairman Mr Francis Harper is not considered an independent director but does not act as the CEO of the Company.

ASX Recommendation 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 roles as directors effectively.

The Company provides induction material for any new directors and, depending on specific requirements, will provide appropriate professional development opportunities for directors.

PRINCIPLE 3: INSTILL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY**ASX Recommendation 3.1: a listed entity should articulate and disclose its values.**

A copy of the Company's Values Statement is available in the corporate governance section of the Company's website at <https://www.tietto.com/>

ASX Recommendation 3.2: a listed entity should have and disclose a code of conduct and ensure that the board is informed of any material breaches of that code.

The Company has established a Code of Conduct as to the practices necessary to maintain confidence in the Company's integrity, the practices necessary to take into account its legal obligations and the reasonable expectations of its stakeholders and the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.

A copy of the Company's code of conduct is available in the corporate governance section of the Company's website at <https://www.tietto.com/>

ASX Recommendation 3.3: a listed entity should have and disclose a Whistleblower policy and ensure the board is informed of any material breaches of that policy.

A copy of the Company's Whistleblower Policy is available in the corporate governance section of the Company's website at <https://www.tietto.com/>

ASX Recommendation 3.4: a listed entity should have and disclose an Anti-Bribery and Corruption policy and ensure the board is informed of any material breaches of that policy.

A copy of the Company's Anti-Bribery and Anti-Corruption policy is available in the corporate governance section of the Company's website at <https://www.tietto.com/>

PRINCIPLE 4: SAFEGUARD INTEGRITY OF CORPORATE REPORTS

ASX Recommendation 4.1: The Board of a listed entity should establish an audit committee:

- a) with at least three members, all of whom are non-executive directors and a majority of which are independent directors; and**
 - **is chaired by an independent chair who is not the chair of the board; and**
 - **disclose the charter of the committee, the members of the committee and the number of times the committee met throughout the period and member attendance at those meetings**
- b) if it does not have an audit committee, disclose that fact and the process it employs that 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.**

The board established a separate audit committee during the period. There are four members all of which are non-executive directors with two considered Independent. The members are: Shadrack Sowah, Paul Kitto, Francis Harper and Sabina Shugg.

The committee chair is Francis Harper.

The Audit and Risk Committee Charter is available on the Company's website in the Corporate Governance Section.

The relevant member qualifications for each member are reported in the Annual Report.

The full audit committee met four times during the Period.

The Company has previously established procedures for the selection, appointment and rotation of its external auditor. The Board was responsible for the initial appointment of the external auditor and the audit committee will continue to be responsible for the appointment of a new external auditor when the vacancy arises. Candidates for the position must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances.

ASX Recommendation 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.

This practice is in place with respect to half year and full year financial statements.

ASX Recommendation 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.

The Continuous Disclosure Policy is available on the Company's website in the Corporate Governance Section.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

ASX Recommendation 5.1: a listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.

The Company has established a Continuous Disclosure Policy which is available on the Company's website in the Corporate Governance Section. The policy is designed to guide compliance with ASX Listing Rule disclosure requirements and to ensure that all Directors, senior executives and employees of the Company understand their responsibilities under the policy. The Company Secretary acts as the Company's Disclosure Officer and is responsible for implementing and administering this policy. The Disclosure Officer is responsible for all communication with ASX and for making decisions on what should be disclosed publicly under this policy.

In accordance with the Company's continuous disclosure policy, all information provided to ASX for release to the market is posted to its website at <https://www.tietto.com/after> ASX confirms an announcement has been made.

ASX Recommendation 5.2: a listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

This practice is in place.

The Continuous Disclosure Policy is available on the Company's website in the Corporate Governance Section.

ASX Recommendation 5.3: a listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcement platform ahead of the presentation.

This practice is in place.

The Continuous Disclosure Policy is available on the Company's website in the Corporate Governance Section.

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

ASX Recommendation 6.1: a listed entity should provide information about itself and its governance to investors via its website.

The Company's website at <https://www.tietto.com/> contains information about the Company, Directors and management and the Company's corporate governance practices, policies and charters along with information on the Company including its background, objectives, projects and contact details.

All ASX announcements made to the market, including annual and half year financial results are posted on the website as soon as they have been released by the ASX. The full text of all notices of meetings and explanatory material, the Company's Annual Report and copies of all investor presentations are posted on the website.

ASX Recommendation 6.2: a listed entity should design and implement an investor relations program that facilitates effective two-way communication with investors.

The Company has a Shareholder Communication Policy which is available on the Company's website in the Corporate Governance Section.

The Company encourages security holders to attend and participate in general meetings and makes itself available to meet investors and regularly responds to telephone or email enquiries from investors. Contact with the Company can be made via email addresses provided on the website.

In addition to announcements made in accordance with its continuous disclosure obligations the Company, from time to time, prepares and releases general investor updates about the Company.

ASX Recommendation 6.3: a listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

The Company has a Shareholder Communication Policy which is available on the Company's website in the Corporate Governance Section.

The Company encourages shareholders to attend all general meetings of the Company and sets the time and place of each meeting to promote maximum attendance by Shareholders. The Company encourages Shareholders to submit questions in advance of a general meeting, and for the responses to these questions to be addressed through disclosure relating to that meeting.

Shareholders are encouraged to lodge direct votes or proxies subject to the adoption of satisfactory authentication procedures if they are unable to attend the meeting.

The full text of all notices of meetings and explanatory material are posted on the Company's website at <https://www.tietto.com/>

ASX Recommendation 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.

This practice is in place.

ASX Recommendation 6.5: a listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security register electronically.

The Company has a welcome pack that is sent to investors.

Contact with the Company can be made via email addresses provided on the website.

The Company's share register provides a facility whereby investors can provide email addresses to receive correspondence from the Company electronically and investors can contact the share register via telephone or email.

It is the Company's desire that shareholders receive communications electronically in the interests of the environment and constraining costs. In an endeavour to drive this objective the Company has a policy of providing hard materials at cost (which will generally involve a black & white presentation even where the electronic version is full colour).

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

ASX Recommendation 7.1: The board of a listed entity should

- a) have a committee to oversee risk**
 - **with at least three members and a majority of which are independent directors; and**
 - **is chaired by an independent Director; and**
 - **disclose the charter of the committee, the members of the committee and the number of times the committee met throughout the period and member attendance at those meetings.**
- b) If it does not have a risk committee that satisfies (a) above, disclose the fact and the process it employs for overseeing the entities' risk management framework.**

During the year, the Board assumed the role of the Risk Committee which reports to the Board on the risk management framework at least bi-annually.

The Audit and Risk Committee Charter is available on the Company's website in the Corporate Governance Section.

The relevant member qualifications for each member are reported in the Annual Report.

The Company has established policies for the oversight and management of material business risks. Under the policy, the Board is responsible for approving the Company's

policies on risk oversight and management and satisfying itself that management has developed and implemented a sound system of risk management and internal control.

The Company's Risk Management Policy is available on the Company's website in the Corporate Governance Section.

The risk committee, acting as the whole Board met twice during the Period.

ASX Recommendation 7.2: The board or a committee of the board should:

- 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 for the risk appetite set by the board; and**
- b) disclose in relation to each reporting period whether such a review was undertaken.**

The Board is responsible for the oversight of the Company's risk management and control framework. The Company reviews its risk management annually and this information is disclosed in the annual report.

ASX Recommendation 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, disclose that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.**

Given the Company's current size and level of operations it does not have an internal audit function.

Due to the size of the Company, the Board does not consider it necessary at this time, to formally conduct an internal audit function. The Board continually monitors the risk management and internal control processes adopted by the Company to ensure they are appropriate to the operations of the Company's group structure. The Board is satisfied with the current level of risk, risk management and control monitoring within the Company.

The Risk Management Policy is available on the Company's website in the Corporate Governance Section.

ASX Recommendation 7.4: a listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and if it does how it manages or intends to manage those risks.

The Company has exposure to economic risks, including general economy wide economic risks and risks associated with the economic cycle. The Company has in place risk

management procedures and processes to identify, manage, and minimise its exposure to these economic risks where appropriate.

The operations and proposed activities of the Company are subject to local and national government laws and regulations concerning the environment and social sustainability. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Biodiversity, air, land and water resources could potentially be impacted by operations. This carries a risk of increased costs or time delays in working towards mitigating or preventing the impact.

In particular, water plays an essential role in the operation of the mine. As such, water scarcity or restrictions to access along with water excess (e.g flooding) could impact operations.

The Company takes social license to operate seriously and intends to report in subsequent annual reports on its Environmental, Social and Governance (ESG) performance.

The Company's projects cover a large area of land with a significant local population. The Company will continue to engage with the traditional owners, landholders, municipalities, local communities, and other stakeholders through the life of the project and ensure that they are dealt with fairly and are understanding and supportive of the project.

The Company is subject to, and responsible for, existing environmental liabilities associated with its tenements. The Company will continually monitor its ongoing environmental obligations and risks and implement rehabilitation and corrective actions as appropriate to remain compliant. These risks may be impacted by change in Government policy.

The Company's Corporate Code of Conduct outlines the Company's commitment to integrity and fair dealing in its business affairs. The code sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behavior expected from employees when dealing with stakeholders.

Significant natural disasters or external events including pandemics and extreme weather events, can impact the Company's operations. While it is not possible to purchase insurance cover against all potential losses or liabilities, the Company aims to mitigate their impact while prioritizing the safety and wellbeing of staff.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

ASX Recommendation 8.1: The board of a listed entity should:

a) have a remuneration committee which:

- **has at least three members a majority of whom are independent directors; and**
- **is chaired by an independent Director;**

and disclose:

- **the charter of the committee;**
 - **the members of the committee; and**
 - **the number of times the committee met and individual attendance at those meetings; or**
- b) if it does not have a remuneration committee, disclose that fact and the process it employs for setting the level and composition of remuneration for directors, senior executives and ensuring that such remuneration is appropriate and not excessive.**

During the year, the Board constituted a separate Remuneration and Nomination Committee which reports to the Board and makes recommendations on a regular basis on:

- (a) remuneration packages of executive Directors, non-executive Directors and senior executives;
- (b) the process for periodically evaluating the performance of its senior executives; and
- (c) employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed.

During the period there were 3 members on the committee all of whom have non-executive roles with one member being considered Independent director. The committee met twice during the period. The members during the period were: Francis Harper, Shadrack Sowah and Paul Kitto. Subsequent to the period end, independent director Ms. Sabina Shugg was appointed as a member.

The committee chair is independent director Paul Kitto.

The relevant member qualifications for each member are reported in the Annual Report.

The level and composition of remuneration for directors and senior executives is readily determined by what would normally be paid to incumbents in similar sized companies.

The Remuneration Committee Charter and the Nomination Committee Charter is available on the Company's website in the Corporate Governance Section.

ASX Recommendation 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.

The structure of Directors' remuneration is disclosed in the remuneration report section of the annual report.



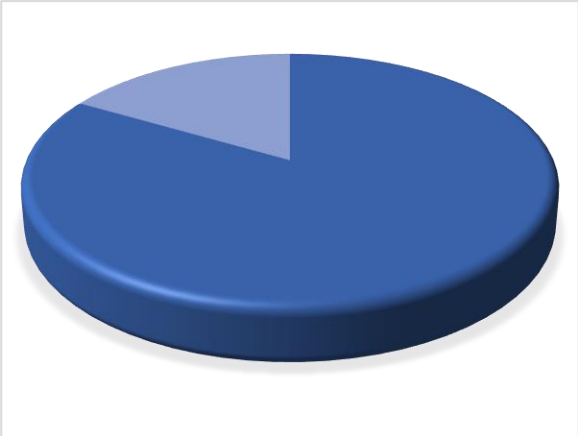
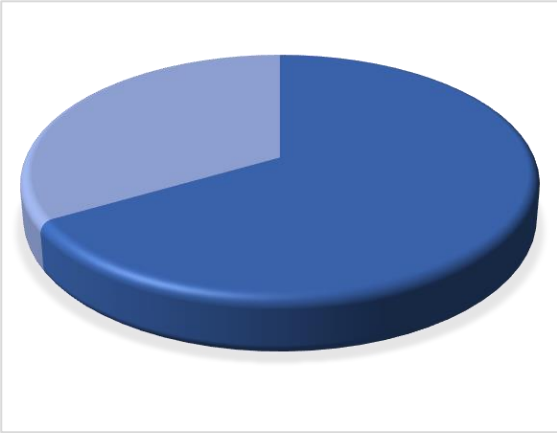
ASX Recommendation 8.3: a listed entity which has an equity based remuneration scheme should:

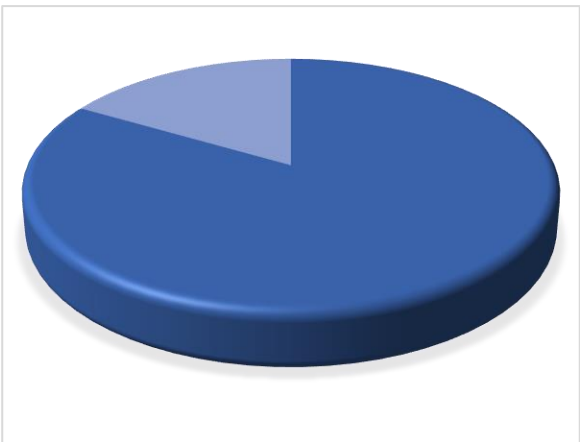
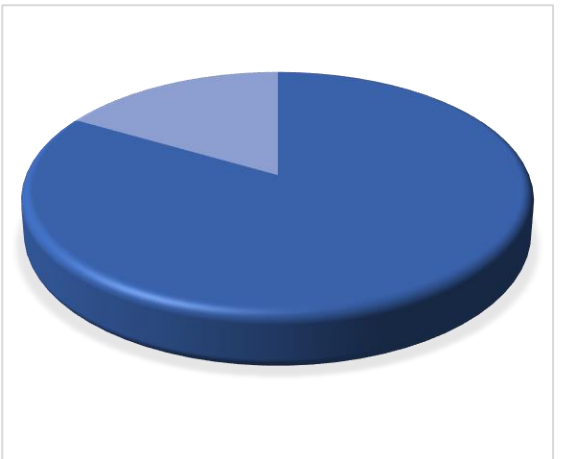
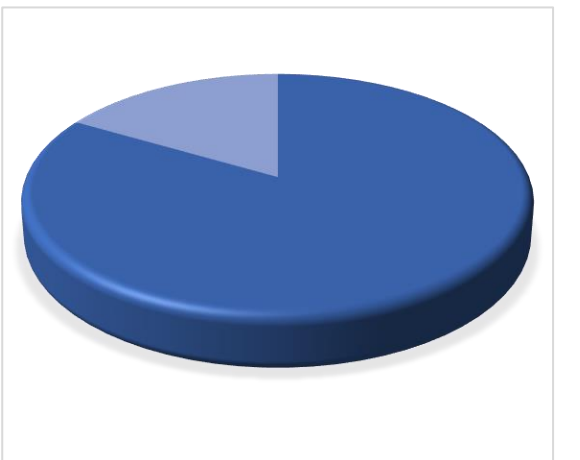
- a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme;**
- b) and disclose the policy or a summary of that policy.**

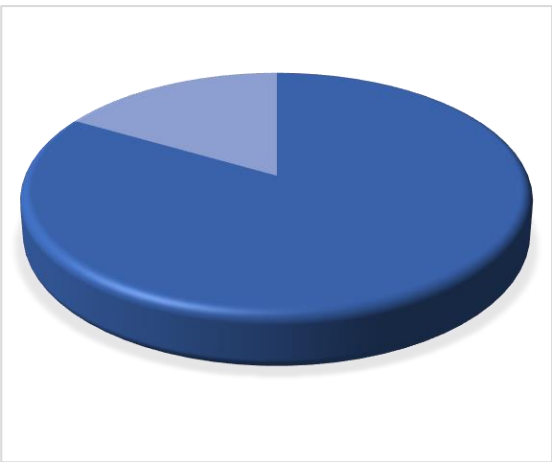
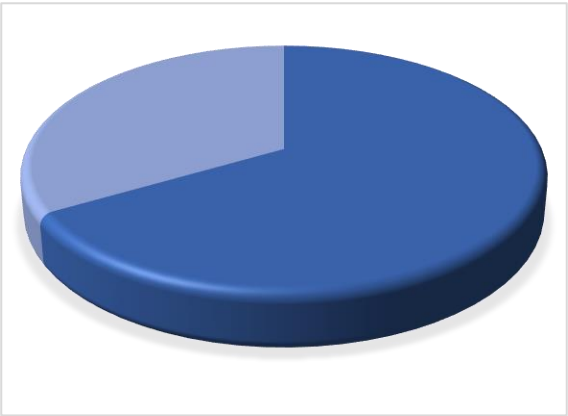
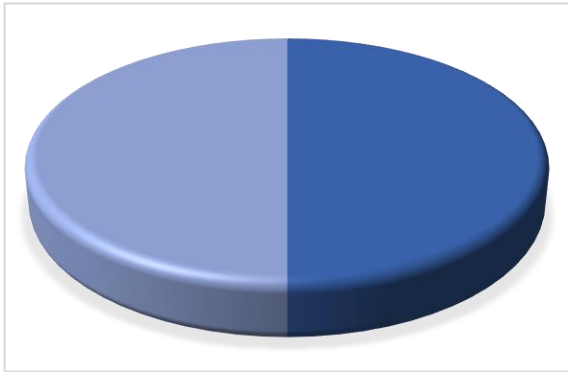
The Company's equity-based remuneration scheme is governed by the Tietto Minerals Long Term Incentive Plan. The Company's Securities Trading Policy sets out the circumstances in which the Company's directors, executives, employees, contractors, consultants and advisors are prohibited from dealing in the Company's securities. The Policy does not inhibit participants in an equity-based remuneration scheme from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.

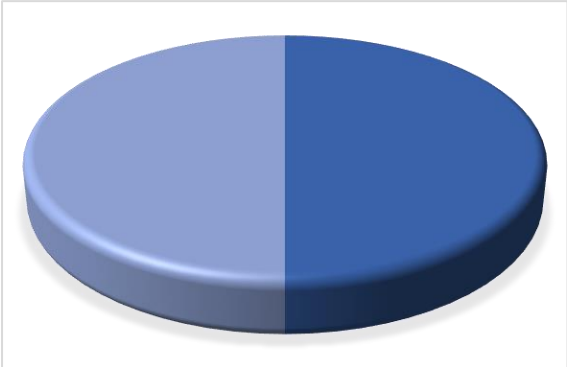
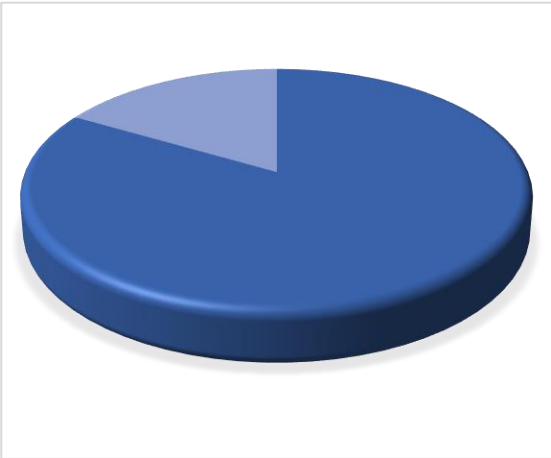
Further information about the Company's corporate governance practices is set out on the Company's website at <https://www.tietto.com/corporate/corporate-governance/>

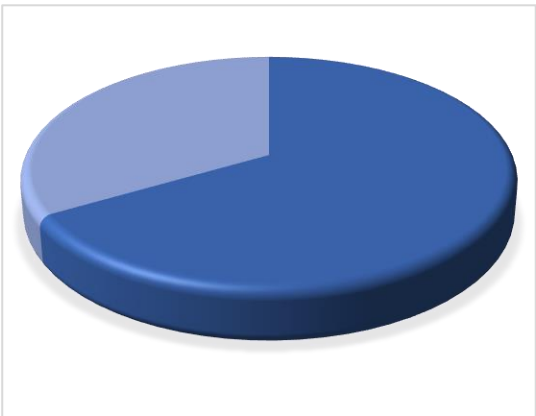
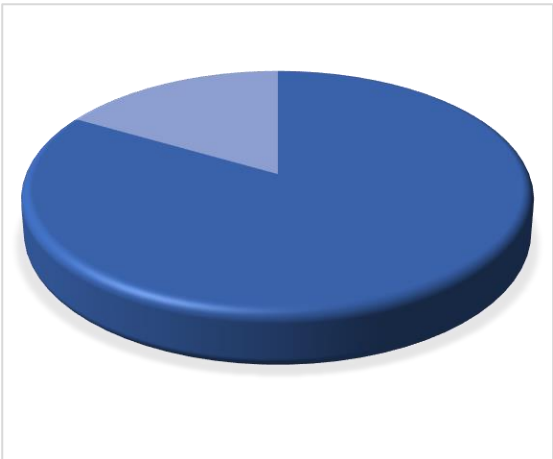
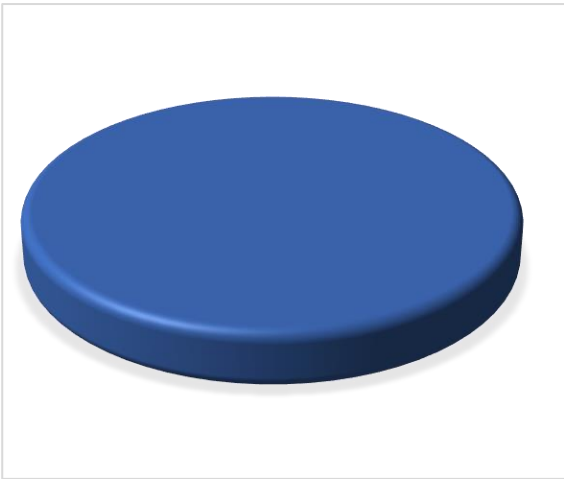
SCHEDULE 1: SKILLS MATRIX

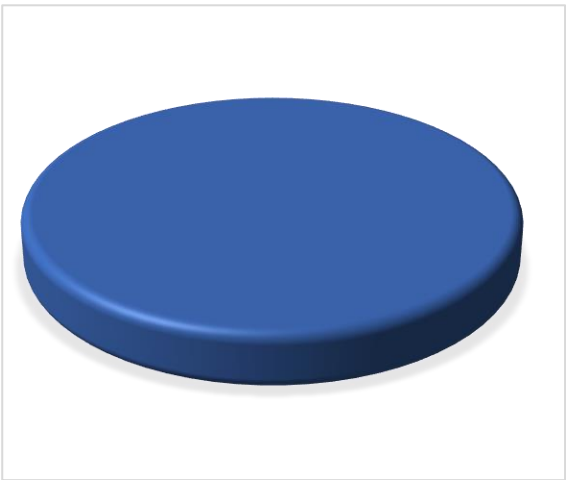
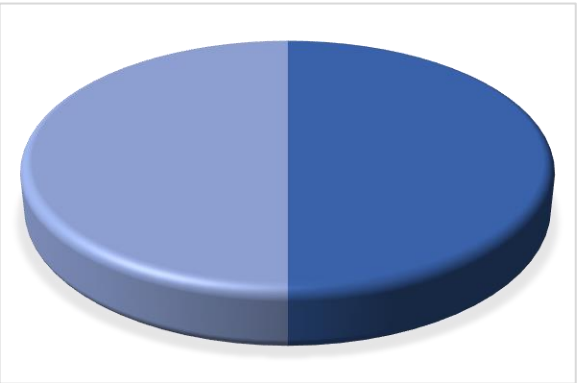
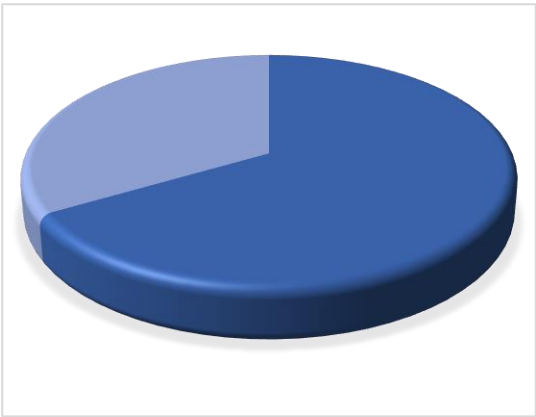
Leadership and Culture	Legend: High Competence:  Awareness: 
	Business Leadership
Senior executive role or substantial Board experience in a company with proven track record of leadership skills.	
	Public Listed Company Experience
Record of senior leadership in a public listed company.	

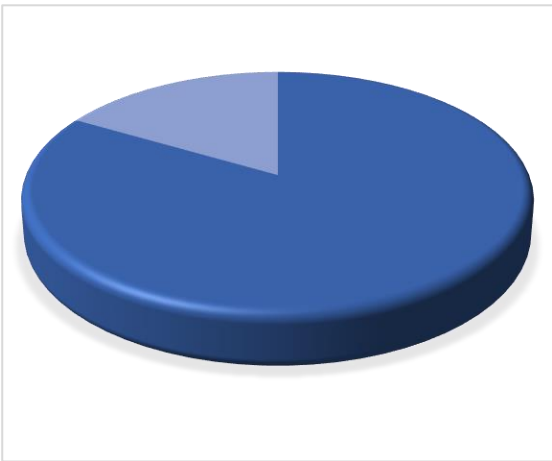
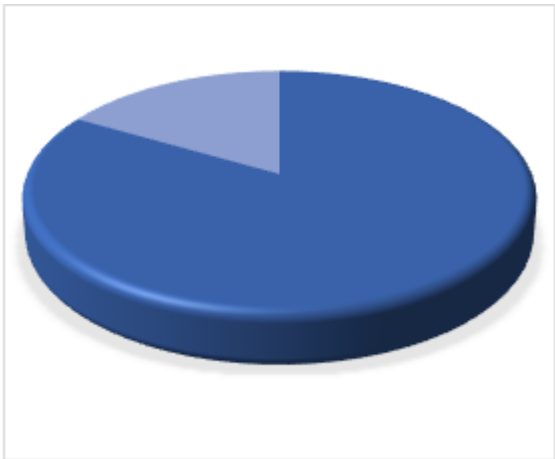
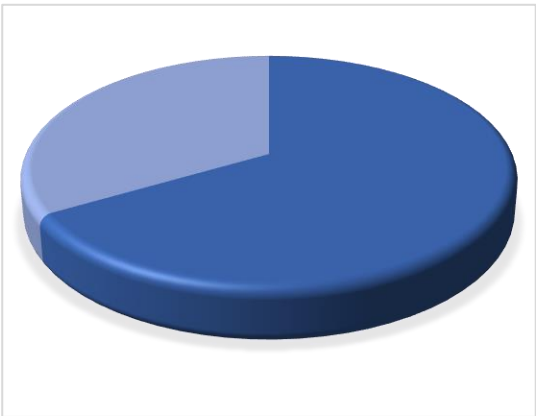
Industry	
<p>Ability to leverage digital technology to support growth and drive competitive advantage.</p>	<p>Technology & Innovation</p> 
<p>Senior executive experience in a large mining organisation combined with an understanding of the Group's corporate purpose to create long-term shareholder value through the discovery, acquisition, development and marketing of natural resources.</p>	<p>Mining & Production experience</p> 
<p>Senior executive experience in the gold industry, including in-depth knowledge of the Group's strategy, markets, competitors, operational issues, technology and regulatory concerns.</p>	<p>Industry & sector experience (Gold)</p> 

People and Capability	
	People & Culture
Board or senior executive or equivalent experience in people management and succession planning, and performance and organisational culture.	
	Remuneration
Board or senior executive or equivalent experience in remuneration policy and application including linking remuneration to strategy.	
	Industrial Relations
Board or senior executive or equivalent experience in industrial relations.	

External Markets	
<p>Senior executive or equivalent experience working in multiple geographies, including a strong understanding of global markets, and the macro-political and economic environment.</p>	<p>Global business experience</p> 
Governance and Compliance	
<p>Experience in recognising and managing risks which have the potential to materially impact the achievement of business objectives.</p>	<p>Risk Management</p> 

	Legal and Regulatory Compliance
Experience with regulatory and legal compliance and litigation/disputes.	
Commercial Capability	
	Business Strategy
Successful record of development and oversight of business strategy and competitive business analysis.	
	Financial Acumen
Exhibits a high level of financial acumen and has senior executive or equivalent experience in financial accounting and reporting and internal financial controls, including the ability to probe the adequacies of financial and risk controls.	

	Capital Projects
Senior executive or equivalent experience or background in capital intensive and long-term projects and investments.	
	Mergers and Acquisitions
Relevant experience in merger and acquisition transactions raising complex financial, regulatory and operational issues.	
Sustainability and Stakeholder Management	
	Health and Safety
Demonstrable understanding of health and safety management, performance and governance.	

	Environment & Climate Change
Demonstrable understanding of key environmental impacts, including fluency in how climate change risks and opportunities affect the business and experience in management, performance and governance of these impacts.	
	Corporate Governance
Demonstrated commitment to the highest standards of corporate governance including board or senior executive or equivalent experience or background which demonstrates a commitment to a high level of corporate governance.	
	Community Relations
Track record of overseeing successful engagement with a range of key stakeholders at national, regional and local levels, including government, community and non-government organisations.	

	Public & Regulatory Policy
Experience in government affairs and public and regulatory policy.	