

AVZ Minerals Limited, its wholly owned subsidiaries ("**the Group**") and the Board are committed to achieving and demonstrating the highest standards of corporate governance. The Board continues to review the framework and practices to ensure they meet the interests of shareholders. The directors are responsible to the shareholders for the performance of the Group in both the short and the longer term and seek to balance sometimes competing objectives in the best interests of the Group as a whole. Their focus is to enhance the interests of shareholders and other key stakeholders and to ensure the Group is properly managed in light of the ASX guidelines.

The executives undertake the day-to-day management of the Group's affairs while the implementation of the corporate strategy and policy initiatives are undertaken by the Board.

ASX Listing Rule 4.10.3 requires listed companies to disclose the extent to which they have complied with the ASX Best Practice Recommendations of the ASX Corporate Governance Council in the reporting period. A description of the Group's main corporate governance practices is set out in this document. The Group has considered the ASX *Corporate Governance Principles and Recommendations (4<sup>th</sup> edition)* ("**Principles**") to determine an appropriate system of control and accountability to best fit its business and operations commensurate with these Principles.

The Corporate Governance Statement ("**Statement**") reporting period disclosures are for the financial year ended 30 June 2023 (unless stated otherwise). The Statement has been approved by the Board of Directors. All these practices, unless otherwise stated, were in place for the entire financial year.

A summary of the ASX Guidelines Recommendations and the extent to which AVZ has followed these during the reporting period is set out below.

## Disclosure of Corporate Governance Practices Summary Statement

	ASX Principles and Recommendations
Recommendation 1.1	✓
Recommendation 1.2	✓
Recommendation 1.3	✓
Recommendation 1.4	✓
Recommendation 1.5	(refer to disclosure)
Recommendation 1.6	✓
Recommendation 1.7	✓
Recommendation 2.1	✓
Recommendation 2.2	✓
Recommendation 2.3	✓
Recommendation 2.4	✓
Recommendation 2.5	✓
Recommendation 2.6	✓
Recommendation 3.1	✓
Recommendation 3.2	✓
Recommendation 4.1	✓
Recommendation 4.2	✓
Recommendation 4.3	✓
Recommendation 5.1	✓
Recommendation 5.2	✓
Recommendation 5.3	✓
Recommendation 6.1	✓
Recommendation 6.2	✓
Recommendation 6.3	✓
Recommendation 6.4	✓
Recommendation 6.5	✓
Recommendation 7.1	✓
Recommendation 7.2	✓
Recommendation 7.3	(refer to disclosure)
Recommendation 7.4	✓
Recommendation 8.1	✓
Recommendation 8.2	✓
Recommendation 8.3	✓

## Disclosure – Principles & Recommendations – 2022/23 financial year

### Principle 1 – Lay solid foundations for management and oversight

#### Recommendation 1.1

*A listed entity should have and disclose a board charter setting out the respective roles and responsibilities of its board and management and those matters expressly reserved to the board and those delegated to management.*

##### **Disclosure:**

The Directors are responsible to the shareholders for the performance of the Group in both the short and the longer term and seek to balance sometimes competing objectives in the best interests of the Group as a whole. Their focus is to enhance the interests of shareholders and other key stakeholders and to ensure the Group is properly managed. The day-to-day management of the Group's affairs and the implementation of the corporate strategy, goals and financial objectives set by the Board are undertaken by the Managing Director and the senior executive team.

The matters that the Board has specifically reserved for its decision are:

- the appointment and management of the Managing Director;
- approval of the overall corporate strategy and annual budgets of the business;
- overseeing the accounting and corporate reporting systems, including the external audit; and
- compliance with constitutional documents.

The Managing Director is delegated the authority to ensure the effective day-to-day management of the business and the Board monitors the exercise of these powers. The Managing Director is required to report regularly to the Board on the performance of the Business.

The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Directors' access to Company records and information, details of the Board's relationship with management and details of the Board's performance review.

Information regarding the respective roles and responsibilities of the Board and management (including those matters expressly reserved to the Board and those delegated to management) is found in the Company's *Constitution* and *Board Charter* which are both available on the Company's website.

#### Recommendation 1.2

*A listed entity should undertake appropriate checks before appointing a director or senior executive or putting forward for election as a director; and 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.*

##### **Disclosure:**

The Company undertakes appropriate checks on any person who is being considered as a director. These checks include character, experience, education, criminal, financial history and details of any other interest, position or relationship that might influence the candidate's ability to act in the best interest of the Company. All Directors have provided consent for the Company to perform such checks.

All applicable releases to security holders will contain material information following the guidance contained in the *ASX Corporate Governance Principles and Recommendations (4<sup>th</sup> edition)* about any candidate to be elected for the first time or re-elected to enable an informed decision to be made.

The Company has appropriate procedures in place to ensure that material information relevant to an election of a director is disclosed in the relevant notice of meeting provided to shareholders. Directors' relevant qualifications, experience, and skills they are bringing to the Board are detailed on the Company website and within the Annual Report. Details of any other material directorships current held are also provided in the Annual Report.

### Recommendation 1.3

*A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.*

#### **Disclosure:**

Each senior executive and Executive Director has a formal employment contract and each Non-Executive Director has a Letter of Appointment including a director's interest agreement with respect to disclosure of security interests. Directors and senior executives also receive a Deed of Indemnity, Insurance and Access. Any material variations to the directors' agreements are disclosed in accordance with ASX Listing Rule 3.16.4.

Key terms of the employment agreements for Key Management Personnel are set out in the Remuneration Report in the Annual Report.

The letters of appointment specify the term of appointment, time commitment envisaged, expectations in relations to committee work or any other special duties attaching to the position, reporting lines, remuneration arrangements, disclosure obligations in relation to personal interests, confidentiality obligations, insurance and indemnity entitlements and details of the Company's key governance policies.

### Recommendation 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.*

#### **Disclosure:**

Each of the Company's Joint-Company Secretary(s) has a direct reporting line to the Board, through the Chair in providing advice to the Board on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and other applicable laws.

### Recommendation 1.5

*A listed entity should have and disclose a diversity policy; 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 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: (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 the Act.*

#### **Disclosure:**

The Company has in place a *Diversity Policy* which is available on the Company's website. The Company and Group is committed to workplace diversity and recognises the benefits arising from employee and Board diversity, including a broader pool of high-quality employees, improving employee retention and motivation, accessing different perspectives and ideas, and benefiting from all available talent. The Company is committed to inclusion at all levels of the organisation, regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective, and experience.

Given the Company's still early stage of development, the Company is yet to define measurable objectives for achieving gender diversity targets.

There are currently four (2022: six) permanent female employees employed across the Group. These women do not hold a senior executive position within the Group and are not on the Board. In reaching its opinion that these individuals do not hold senior office, the Company has used the definition given in *Section 9 (Definitions) of the Corporations Act 2001* for an executive officer, being "a person who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the corporation; or has the capacity to affect significantly the corporation's financial standing".

Subsequent to financial year ended 30 June 2023, the Board has appointed two female directors, Dr Casta Tungalaza on 25 September 2023 and Her Excellency Salome T. Sijaona on 17 October 2023.

#### **Recommendation 1.6**

*A listed entity should have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and disclose for each reporting period whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.*

##### **Disclosure:**

The Company's Nomination and Remuneration Committee is responsible for evaluating the performance of the Board, the Board's Committees, and individual Directors. Each evaluation is to include a consideration of each Director's knowledge and skills and whether a Director's performance has been impacted by other commitments. A copy of the Nomination and Remuneration Committee Charter is available on the Company's website.

The Board Charter requires the Company to disclose whether performance evaluations were conducted during the relevant reporting periods.

#### **Recommendation 1.7**

*A listed entity should have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.*

##### **Disclosure:**

Senior executive performance continues to be measured by the efficiency and effectiveness of the enhancement of the Company's mineral resources portfolio, the designing and implementation planning of the exploration and development programs at its majority owned Manono Lithium and Tin Project, the maintenance of relationships with stakeholders, the securing of sufficient and ongoing funding so as to continue its exploration and development activities and to ensuring the Company's environmental and occupational health and safety performance is consistent with industry practice. As a result, individual performance evaluation is not based on specific financial indicators such as earnings or dividends as the Company is currently at the exploration, evaluation, and development stage and during this period is expected to incur operating losses.

The Company's Nomination and Remuneration Committee is responsible for evaluating the performance of senior executives.

## **Principle 2 – Structure the board to be effective and add value**

#### **Recommendation 2.1**

*The board of a listed entity should have a nomination 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 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.*

##### **Disclosure:**

The Board has established a Nomination and Remuneration Committee. A copy of the Company's Nomination and Remuneration Committee Charter is available on the Company's website.

Throughout the 2022/23 financial year, the Nomination and Remuneration Committee had two members, comprising the Non-Executive Chairman, Dr John Clarke and Non-Executive Director, Mr Rhett Brans of whom both were independent. The Chair of the Committee is Mr Rhett Brans, who is an independent director. As at 30 September 2023, there is a need to fill a vacancy or vacancies on the Committee, which will be filled upon the appointment of a new Non-Executive Director(s). The Committee met on three occasions during the reporting period in which all members of the Committee were in attendance.

The Nomination and Remuneration Committee Charter sets out the processes the Board 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.

The Board regularly reviews whether it has the appropriate balance of skills, knowledge, and experience suitable for a Company in the junior resources.

## Recommendation 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.*

### Disclosure:

The *Board Charter* provides that the Board will review capabilities, technical skills and personal attributes of its directors. It will normally review the Board's composition against those attributes and recommend any changes in Board composition that may be required. An essential component of this will be the time commitment and availability of Directors. An in-depth review of the Board's composition and mix of skills and experience has been undertaken previously. The key skills and experience matrix was subsequently updated to reflect the findings of this review. The Company's constitution makes provision for a maximum of 9 directors which will consist of a mixture between executive and non-executive directors. The Board of Directors appointed Mr Serge Ngandu and Dr Casta Tungaraza on 25 September and Her Excellency Salome T. Sijaona on 17 October 2023 which leaves a possible 2 vacancies to be filled at the scheduled AGM on 23 November 2023.

The Board's key skills and experience matrix is set out below: (Prior to appointments on 25 September 2023)

Skill/Experience	Number of Directors classed 'Proficient' or 'Good'*
Strategy and Leadership	4 Directors
Corporate Governance	4 Directors
Financial analysis and capital markets expertise	4 Directors
Risk and Compliance Oversight	4 Directors
People Management	4 Directors
Health, Safety, Social and Environmental Responsibility	4 Directors
Stakeholder Communication and Engagement	4 Directors
Project Studies and Engineering	4 Directors
Project Execution	4 Directors
Exploration and Development of Mineral Resources	3 Directors

\* This figure shows the number of directors who possessed the relevant skill or experience (out of 4 directors as at 30 June 2023)

## Recommendation 2.3

*A listed entity should disclose the names of the directors considered by the board to be independent directors, if a director has an interest, position or relationship that might raise issues about independence 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 length of service of each director.*

### Disclosure:

An Independent Director is considered to be one who:

- is not a substantial shareholder of the Company or an officer or otherwise associated directly or indirectly with a substantial shareholder or debt provider of the Company;
- is not an employee and has not within the last 3 years been employed in an executive capacity by the Company or another group member or been a director after ceasing to hold such employment;
- has not within the last 3 years been a principal of a material professional adviser or a material consultant to the Company or another group member; or an employee materially associated with the service provided;
- is not a material supplier or customer of the Company or another group member, or an officer of, or otherwise associated directly or indirectly with a significant supplier or customer; or
- has no material contractual relationship with the Company or any other group member other than as a director of the Company.

The Board's assessment of independence, as defined in the *Board Charter* and under the Independence Criteria detailed in *Recommendation 2.3*, and length of service of each current director as at 30 September 2023, is set out below:

Director	Role	Independent (Y/N)	Date of appointment	Length of service
John Clarke	Non-Executive Chairman	Y	2/12/2019	3 year, 9 months
Nigel Ferguson	Managing Director	N	2/02/2017	6 years, 7 months
Graeme Johnston	Executive Director	N	30/07/2018	5 years, 2 months
Rhett Brans	Non-Executive Director	Y	5/02/2018	5 years, 7 months
Casta Tungaraza	Non-Executive Director	Y	25/09/2023	0 years, <1 month
Serge Ngandu	Executive Director	N	25/09/2023	0 years, <1 month
Salome Sijaona	Non-Executive Director	Y	17/10/2023	0 years, <1 month

#### Recommendation 2.4

*A majority of the board of a listed entity should be independent directors.*

##### Disclosure:

Since the resignation of Non-Executive Director, Peter Huljich on 3 August 2022, the board for the remainder of the 2022/23 financial year consisted of an equal amount of independent directors (2) and executive directors (2). The Company's constitution makes provision for a maximum of 9 directors which will consist of a mixture between executive and non-executive directors. The Board of Directors appointed Mr Serge Ngandu and Dr Casta Tungaraza on 25 September 2023 and Her Excellency Salome T. Sijaona on 17 October 2023 which leaves a maximum 2 vacancies to be filled at the scheduled AGM on 23 November 2023.

#### Recommendation 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.*

##### Disclosure:

Since December 2019, Mr John Clarke has held the role of Non-Executive Chairman of the Company. Mr Clarke is considered an independent director. Further details regarding the Directors are set out in the Directors' Report of the Company's Annual Report.

#### 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 role as directors effectively.*

##### Disclosure:

The Company has in place an established induction process for new Directors, which is set out in a new Director's Letter of Appointment as facilitated by the Company Secretary. Also set out in his/her letter is the right of a Director to have access to all relevant Company and Group information and to management and, subject to consultation with other members of the Board, to seek independent professional advice and professional development appropriately tailored to the nature, scope and size of the Company's business activities at the time.

The goal of the program is to assist new directors to participate fully and actively in Board decision-making at the earliest opportunity and to assist senior executives to participate fully and actively in management decision-making at the earliest opportunity. Directors will receive ongoing education on developments in accounting standards.

## Principle 3 – Instil a culture of acting lawfully, ethically and responsibly

### Recommendation 3.1

*A listed entity should articulate and disclose its values.*

#### **Disclosure:**

The Company is a transformative and respectful organisation focused on underpinning the global green energy transition, uplifting the lives of host communities, and concurrently delivering long term benefits for stakeholders and the environment through the development of the world-class Manono Lithium and Tin Project.

In the achievement of its business objectives, the Company expects all Directors and employees to act lawfully with the utmost integrity, honesty, and objectivity, striving at all times to enhance the values, performance and reputation of the Company and the Group.

All Directors, executives, staff and contractors of the Company and of all controlled entities are required to abide by the legal requirements and high standards of ethical conduct as recognised in each relevant jurisdiction in which the Group operates.

To ensure high standards of personal integrity are upheld, the Company has a *Whistleblower Protection Policy* to assist in the identification of the reporting of unlawful or unethical behavior. The Company does not contract with or otherwise engage any person or party where it considers integrity may be compromised.

A copy of the Company's *Sustainability Report* is available on the Company's website.

### Recommendation 3.2

*A listed entity should have and disclose a code of conduct for its directors, senior executives and employees; and ensure that the board or committee of the board is informed of any material breaches of that code.*

#### **Disclosure:**

The Company has a *Code of Conduct* that applies to all Directors, executives, employees, contractors, and consultants and sets out amongst other things a benchmark for professional behaviour including setting out the Company's policies on various matters including ethical and business conduct, compliance, privacy, and conflicts of interest. The Code of Conduct is provided to all employees as part of the recruitment process.

In addition, the Company has put in place a *Whistleblower Protection Policy*, an *Anti-Bribery and Anti-Corruption Policy* and an *Anti-Slavery Policy* that demonstrates the Company is committed to the highest standards of conduct and ethical behaviour, whilst maintaining high standards of integrity and accountability in conducting its business. Any material breaches of these four policies are raised at the next Board meeting.

Copies of the *Code of Conduct*, *Whistleblower Protection Policy*, *Anti-Bribery and Anti-Corruption Policy* and *Anti-Slavery Policy* are available on the Company's website.

### Recommendation 3.3

*A listed entity should have and disclose a whistleblower policy; and ensure that the board or a committee of the board is informed of any material incidents reported under that policy.*

#### **Disclosure:**

The Company has adopted a *Whistleblower Policy* intended to support and protect persons who speak up about any unlawful, unethical, or irresponsible behaviour with the organisation, a copy of which is available on the Company website.

### Recommendation 3.4

*A listed entity should have and disclose an anti-bribery and corruption policy; and ensure that the board or a committee of the board is informed of any material breaches of that policy.*



**Disclosure:**

The Company has adopted an Anti-Bribery and Corruption (ABC) Policy which links to the Code of Conduct by which the Company expects its operations and business dealings to be managed. The ABC Policy prohibits the giving of bribes or other improper payments and specifies the controls around the giving of donations and the acceptance of gifts or hospitality by officers of the Company. The Board is informed of materials breaches of this policy.

**Principle 4 – Safeguard the integrity of corporate reports**

**Recommendation 4.1**

*The board of a listed entity should have an audit committee which has at least three members, all of whom are non-executive directors and a majority of whom are independent directors and is chaired by an independent director, who is not the chair of the board and disclose the charter of the committee; the relevant qualifications and experience of the members of the committee; and as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings.*

**Disclosure:**

The Board has established a separate Audit and Risk (AR) Committee. The *AR Committee Charter* is available on the Company's website.

Throughout the 2022/23 financial year, the AR Committee had two members, comprising the Non-Executive Chairman, Dr John Clarke and Non-Executive Director, Mr Rhett Brans of whom all were independent. As at 30 September 2023, the AR Committee comprises two members, the Non-Executive Chairman, Dr John Clarke and his fellow Non-Executive Director, Mr Rhett Brans. The Chair of the Committee is Mr Rhett Brans, who is an independent director. There is currently a vacancy or vacancies on the AR Committee which will be filled upon the appointment of a new Non-Executive Director(s). The Committee met on two occasions during the reporting period in which all members of the Committee were in attendance.

Details regarding the directors' qualifications and experience can be found in the *Director's Report* contained in the Company's 2023 Annual Report.

**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.*

**Disclosure:**

The Chief Executive Officer and the Chief Financial Officer are required to make a declaration in accordance with section 295A of the Corporations Act that the Company's financial reports present a true and fair view in all material respects of the Company's financial condition and operational results and are in accordance with relevant accounting standards, and to provide assurance that the declaration is founded on a sound system of risk management and internal control, and that the system is operating effectively in all material respects.

As a requirement before it approves the interim and full year consolidated entity's financial statements, the Board receives the necessary declaration in writing from the Managing Director and Chief Financial Officer with respect to the financial records, the financial statements and the system of risk management and internal control.

**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.*

**Disclosure:**

All periodic corporate reports which are released to the market, and which are not audited or reviewed by an external auditor, are reviewed, and approved by the Board.



## Principle 5 – Make timely and balanced disclosure

### Recommendation 5.1

*A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the listing rule 3.1.*

#### **Disclosure:**

The Company's *Continuous Disclosure Policy* aims to achieve compliance with continuous disclosure obligations under ASX Listing Rule 3.1.

A copy of the *Continuous Disclosure Policy* is available on the Company's website.

This Policy includes written policies and procedures on information disclosure that focus on continuous disclosure of any information concerning the Company that a reasonable person would expect to have a material effect on the price of the Company's securities. All directors, executives, staff and contractors are required to abide by all legal requirements, the ASX Listing Rules and high standards of ethical conduct. This includes compliance with the continuous disclosure requirements of the Listing Rules.

The Chief Executive Officer and Company Secretary have been nominated as the persons responsible for communications with the ASX. This role includes responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing and coordinating information disclosure to the ASX, analysts, brokers, shareholders, the media and the public.

### Recommendation 5.2

*A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.*

#### **Disclosure:**

The Board receives copies of all announcements prior to them being released to the market and directors are duly notified once announcements have been made.

### Recommendation 5.3

*A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation on the ASX Market Announcements Platform ahead of the presentation.*

#### **Disclosure:**

The Board is committed to the promotion of investor confidence by ensuring that trading in the Company's securities take place in an efficient and informed market and in compliance with the Company's *Security Trading Policy* (as applicable). As and when the Company releases new investor or analyst presentations, the Company Secretary ensures they are released to the ASX in compliance with the *Continuous Disclosure Policy* and the *Communications with Shareholders Policy*.

## Principle 6 – Respect the rights of security holders

### Recommendation 6.1

*A listed entity should provide information about itself and its governance to investors via its website.*

#### **Disclosure:**

The Company has a website for making this information available to shareholders and investors.

The Company website also includes copies of its annual reports and financial statements; copies of its ASX announcements; copies of Notices of Meetings, as well as an overview of the Company's business activities in appropriate areas of the website.

## **Recommendation 6.2**

*A listed entity should have an investor relations program that facilitates effective two-way communication with investors.*

### **Disclosure:**

It is the policy of the Company, as stated in the *Communication with Shareholders Policy*, to communicate effectively with its shareholders by giving them ready access to balanced and understandable information about the Company. The Company's senior executives make themselves available to meet shareholders at shareholder presentation meetings and regularly responds to enquiries from investors made via telephone and in writing.

## **Recommendation 6.3**

*A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.*

### **Disclosure:**

The Company encourages shareholders to attend and participate in general meetings. The Company uses general meetings to effectively communicate with shareholders and allow shareholders a reasonable opportunity to ask questions of the Board and senior executives.

The Board seeks to notify all shareholders so they can be fully informed for voting at the Annual General Meeting. Shareholders who have made an election receive a copy of the Company's Annual Report by mail; otherwise, the Annual Report is available on the Company's website. Direct voting facilities to allow security holders to vote ahead of the meeting without having to attend or appoint a proxy have been implemented by the Company.

## **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 a show of hands.*

### **Disclosure:**

It is the preferred method of the Company to have all substantive resolutions to be put to shareholders at a meeting of shareholders decided by way of a poll, to account for the large number of proxy votes that the Company receives from shareholders.

## **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 registry electronically.*

### **Disclosure:**

Information about the Company is emailed to all shareholders, who are able to lodge their email contact details with the Company. Information on lodging email addresses and on submitting information requests with the Company is available on the Company's website. Shareholders can receive communications from, and send communications to, the Company's security registry electronically. Shareholder's queries should be referred to the Company Secretary at first instance.

## **Principle 7 – Recognise and manage risk**

### **Recommendation 7.1**

*The board of a listed entity should have a committee or committees to oversee risk which has at least three members, a majority of whom are independent directors and is chaired by an independent director and disclose the charter of the committee; the members of the committee; and as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings.*

**Disclosure:**

The Board considers risk management as a key part of the Company's everyday business operations and is responsible for the oversight of the Group's risk management and control framework to ensure that all business operations are performed within Board approved risk tolerance levels.

The Board has delegated responsibly for control and risk management to the Audit and Risk (AR) Committee.

The overall basis for risk management is to provide recommendations about:

1. Assessing the internal processes for determining and managing key risk areas, particularly:
  - non-compliance with laws, regulations, standards and best practice guidelines, including environmental and industrial relations laws;
  - litigation and claims; and
  - relevant business risks.
2. Ensuring that the Group has an effective risk management framework, including the maintenance of up to date risk registers and that the risk profile and major risks of the Group are reported at least annually to the Board.
3. Receiving from management reports on all suspected and actual frauds, thefts and breaches of laws.
4. Evaluating the process the Group has in place for assessing and continuously improving internal controls, particularly those related to areas of significant risk.
5. Assessing whether management has controls in place for unusual types of transactions and/or any potential transactions that may carry more than an acceptable degree of risk.

A copy of the Company's *Risk Management Policy* is available on the Company's website.

**Recommendation 7.2**

*The board or a committee of the board should review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and disclose, in relation to each reporting period, whether such a review has taken place.*

**Disclosure:**

The Board has delegated responsibly for control and risk management to the AR Committee and the appropriate level of management within the Group.

The AR Committee reviews the Company and its subsidiaries risk management and internal control policies and processes on an annual basis. As part of this review, all risks are considered including but not limited to strategic, operational, legal, reputation and financial risks.

A copy of the Company's *Risk Management Policy* is available on the Company's website.

**Recommendation 7.3**

*A listed entity should disclose if it has an internal audit function, how the function is structured and what role it performs; or if it does not have an internal audit function, that fact and the process it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.*

**Disclosure:**

The Company does not have an internal audit function but reviews its risk management and internal control policies and processes on an annual basis under the supervision of the AR Committee. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the formation of an internal audit function at this time. The Board as a whole regularly discusses how the Company, and its subsidiaries could improve the effectiveness of its risk management and internal control processes and makes improvements where short comings in controls and processes are identified.

**Recommendation 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.*

**Disclosure:**

The Company has material exposure to a range of economic, environmental, and social sustainability risks, including exposure to commodity and foreign exchange market fluctuations and changes in environmental, social and governance legislation.

In 2022, the Company established a Sustainability Committee, to support and advise the Board on the performance and actions of the Company, including sustainable performance and mitigating the negative effect of the Company on the environment and society, including its performance under health, safety, environment, and community ("HSEC") related laws, regulations, and policies. The Board assumed the Sustainability Committee responsibilities during the 2022/23 financial year given the Board comprised just four directors for the majority of 2022/23 financial year.

The Company has developed an *Environmental Management System (EMS)* that is aligned to the principles of ISO14001:2015 and has implemented processes to monitor, measure, analyse and evaluate organisational activities, including conducting internal audits and management reviews on a periodic basis to identify associated environmental and social sustainability risks and to identify areas for improvement.

The Company employs suitably qualified personnel to assist with the management of its exposure to environmental and social sustainability risks, including appropriate health and safety personnel as well as environmental experts. These risks are discussed in more detail in the Company's 2023 *Annual Report* and its inaugural Sustainability Report released 17 June 2022.

Copies of the *Sustainability Committee Charter*, 2023 *Annual Report* and 2022 *Sustainability Report* are available on the Company's website.

**Principle 8 – Remunerate fairly and responsibly**

**Recommendation 8.1**

*The board of a listed entity should 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 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.*

**Disclosure:**

The Board has established a Nomination and Remuneration Committee. The *Nomination and Remuneration Committee Charter* is available on the Company's website.

Throughout the 2022/23 financial year, the Nomination and Remuneration Committee had two members, comprising the Non-Executive Chairman, Dr John Clarke and Non-Executive Director, Mr Rhett Brans of whom both were considered to be independent. As at 30 September 2023, the Nomination and Remuneration Committee comprises the Non-Executive Chairman, Dr John Clarke and his fellow Non-Executive Director, Mr Rhett Brans. The Chair of the Committee is Mr Rhett Brans, who is considered an independent director. There is currently a vacancy or vacancies on the Committee which will be filled upon the appointment of new Non-Executive Director(s). The Committee met on three occasions during the reporting period, in which all members of the Committee were in attendance.

Details regarding the directors' qualifications and experience can be found in the *Director's Report* contained in the Company's 2023 *Annual Report*.

**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.*

**Disclosure:**

The Company seeks to attract and retain high performance Directors and Executives with appropriate skills, qualifications, and experience to add value to the Company and fulfil the roles and responsibilities required. It reviews requirements of additional capabilities.

The Company provides disclosure of all Directors and executives remuneration in its annual report.

Non-Executive Directors are remunerated for time, commitment and responsibilities. Remuneration for Non-Executive Directors is not linked to the performance of the Group. There are no documented agreements providing for termination or retirement benefits to non-executive directors (other than for superannuation).

Executive Directors and executives are offered a competitive level of base pay at market rates and are reviewed annually to ensure market competitiveness. Long term performance incentives may include performance and production bonus payments, shares and / or options granted at the discretion of the Board and subject to obtaining the relevant regulatory approvals. During the year the Nomination and Remuneration committee appointed an independent consultant to review all Senior Management and Non-Executive Directors remuneration.

**Recommendation 8.3:**

*A listed entity which has an equity-based remuneration scheme should have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme and disclose that policy or summary of it.*

**Disclosure:**

The Company's AVZ Performance Rights Plan (Plan) was adopted and approved by shareholders at the Company's 2021 Annual General Meeting. Eligible participants (directors, employees, and contractors) are allowed to participate in the Plan once invited by the Board. A summary of the Plan is available on the Company's website.

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

AVZ Minerals Limited

ABN/ARBN

81 125 176 703

Financial year ended:

30 June 2023

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://avzminerals.com.au/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 24 October 2023 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: 24 October 2023

Name of authorised officer: Jan de Jager  
authorising lodgement: Joint Company Secretary

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

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

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

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

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

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

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

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

**ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES**

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

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

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



## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at:</p> <p>.....</p> <p>[insert location]</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>.....</p> <p>[insert location]</p> <p>and if we were included in the S&amp;P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p><i>Recommendation 1.6 section of the 2023 Corporate Governance Statement</i></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p><i>Recommendation 1.6 of the 2023 Corporate Governance Statement</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>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p><i>Recommendation 1.7 section of the 2023 Corporate Governance Statement</i></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p><i>Recommendation 1.7 section of the 2023 Corporate Governance Statement</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>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input 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://avzminerals.com.au/corporate-governance/">https://avzminerals.com.au/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) at: <a href="https://avzminerals.com.au/corporate-governance/">https://avzminerals.com.au/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at:</p> <p><i>Recommendation 2.2 section of the 2023 Corporate Governance Statement</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>

## 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>
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: <i>Recommendation 2.3 section of the 2023 Corporate Governance Statement</i>  and, where applicable, the information referred to in paragraph (b) at: N/A  and the length of service of each director at: <i>Recommendation 2.3 section of the 2023 Corporate Governance Statement</i>	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <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

## 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 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: <i>Recommendation 3.1 section of the 2023 Corporate Governance Statement</i>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://avzminerals.com.au/corporate-governance/">https://avzminerals.com.au/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"/> and we have disclosed our whistleblower policy at: <a href="https://avzminerals.com.au/corporate-governance/">https://avzminerals.com.au/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"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://avzminerals.com.au/corporate-governance/">https://avzminerals.com.au/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p><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://avzminerals.com.au/corporate-governance/">https://avzminerals.com.au/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) at:  <i>Directors' Report within the 30 June 2023 Statutory Consolidated Financial Statements</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://avzminerals.com.au/corporate-governance/">https://avzminerals.com.au/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"/> and we have disclosed information about us and our governance on our website at: <a href="https://avzminerals.com.au/corporate-governance/">https://avzminerals.com.au/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: <i>Recommendation 6.3 section of the 2023 Corporate Governance Statement</i>	<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



## 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>
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
<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://avzminerals.com.au/corporate-governance/">https://avzminerals.com.au/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) at:  <i>Directors' Report within the 30 June 2023 Statutory Consolidated Financial Statements</i></p>	<input type="checkbox"/> set out in our Corporate Governance Statement
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:  <i>Recommendation 7.2 section of the 2023 Corporate Governance Statement</i></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>
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<input type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: ..... <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: ..... <i>[insert location]</i>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: <i>Recommendation 7.4 section of the 2023 Corporate Governance Statement</i>	<input type="checkbox"/> set out in our Corporate Governance Statement

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<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"/> [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://avzminerals.com.au/corporate-governance/">https://avzminerals.com.au/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) at: <i>Directors' Report within the 30 June 2023 Statutory Consolidated Financial Statements</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"/> 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><i>2023 Audited Remuneration Report within the 30 June 2023 Statutory Consolidated Financial Statements</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>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: <i>Recommendation 8.3 section of the 2023 Corporate Governance Statement</i></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>

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