# Group 6 Metals Limited ABN 40 004 681 734

## **Corporate Governance Statement**

Unless disclosed below, all the best practice recommendations of the ASX Corporate Governance Council<sup>1</sup> have been applied. Group 6 Metals Limited ABN 40 004 681 734 (**Company**) is a small company which has recently completed construction and commenced operations of the Dolphin Tungsten Mine on King Island Tasmania. Accordingly, the Board considers that many of the corporate governance guidelines intended to apply to larger companies are not practical for the Company.

Where reported that the Company has not complied with or followed the ASX Corporate Governance Council Principles and Recommendations, alternative practices were adopted.

The Corporate Governance Statement is dated 6 September 2023 and was approved on 6 September 2023 by the Company's Directors.

| orporate Governance Council recommendation   | Compliance     | Details  | Disclosure<br>Requirement for<br>Non-Compliance   |
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| <ul> <li>A listed entity should have and disclose a b charter setting out:         <ul> <li>(a) the respective roles and responsibilitiis board and management; and</li> <li>(b) those matters expressly reserved to t board and those delegated to management.</li> </ul> </li> </ul> | comply<br>s of | The Board is accountable to<br>shareholders for the performance<br>of the Company and has overall<br>responsibility for its operations.<br>The Board's primary objective is<br>to protect and enhance<br>shareholder value within a<br>defined, informed structure,<br>which protects the rights and<br>interests of shareholders and<br>other stakeholders by ensuring<br>that the Company and its<br>controlled entities are properly<br>managed.<br>The Board, together with senior<br>management, is responsible to<br>shareholders and other<br>stakeholders for the Company's<br>total business performance.<br>Management of the business of<br>the Company is conducted by<br>officers and employees to whom<br>the management function is<br>delegated by the Board.<br>Management is responsible for<br>running the affairs of the<br>Company under delegated<br>authority from the Board and to<br>implement the policies and<br>strategies set by the Board.<br>In carrying out their<br>responsibilities, Management<br>must report to the Board in a<br>timely manner and ensure all<br>reports to the Board present a<br>true and fair view of the<br>Company's financial position and<br>operating results.<br>The Company appointed its Chief<br>Executive Officer in January 2022<br>who takes responsibility of | The Company does<br>not currently have a<br>board charter,<br>reflecting the<br>Company's small size<br>and close interaction<br>of the small number<br>of individuals<br>throughout the<br>organisation. The<br>Company is currently<br>undertaking a review<br>of its corporate<br>governance policies<br>and it is anticipated<br>that a board charter<br>will be adopted by Q2<br>2024. |

<sup>1</sup> Corporate Governance Principles and Recommendations 4<sup>th</sup> Edition 2019 ASX Corporate Governance Council.

| Corp | orate Governance Council recommendation  | Compliance         | Details   | Disclosure<br>Requirement for<br>Non-Compliance   |
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| 1.2  | A listed entity should:<br>(a) undertake appropriate checks before<br>appointing a director or senior executive  | Complies           | communicating to the Board. The<br>CEO was appointed to the Board<br>on 31 August 2022.<br>A General Manager, Project<br>Development and Operations, is<br>employed as part of the<br>redevelopment of the Company's<br>100% owned Dolphin Project.<br>The CEO and CFO shall be<br>required to state in writing to the<br>Board that the financial reports of<br>the Company represent a true<br>and fair view in all material<br>respects, of the Company's<br>financial conditions and operating<br>results and are in accordance with<br>relevant accounting standards.<br>The Company has not previously<br>undertaken checks of the<br>person's character, experience, | Not applicable  |
|      | <ul> <li>appointing a director or senior executive or putting someone forward for election as a director; and</li> <li>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or reelect a director.</li> </ul>  |                    | education, criminal record and<br>bankruptcy history before<br>appointing a person, as the<br>incumbent Directors have known<br>each other for over 20 years. The<br>Company will perform these<br>checks on any new appointments.<br>The Company provides security<br>holders with material information<br>in the Company's possession<br>relevant to a decision on whether<br>or not to elect or re-elect a<br>director.  |   |
| 1.3  | A listed entity should have a written agreement<br>with each director and senior executive setting<br>out the terms of their appointment.  | Complies           |   | Not applicable  |
| 1.4  | The company secretary of a listed entity should<br>be accountable directly to the board, through<br>the chair, on all matters to do with the proper<br>functioning of the board.   | Complies           |   | Not applicable  |
| 1.5  | <ul> <li>A listed entity should:</li> <li>(a) have and disclose a diversity policy;</li> <li>(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</li> <li>(c) disclose in relation to each reporting period:</li> </ul> | Does not<br>comply | The Company does not have a<br>diversity policy.<br>The Company makes each staff<br>appointment after consideration<br>of each candidate's qualifications,<br>experience and proven<br>competence, whilst<br>conscientiously avoiding any<br>discrimination on the basis of, but  | The Company does<br>not have a diversity<br>policy, reflecting the<br>Company's small size<br>and close interaction<br>of the small number<br>of individuals<br>throughout the<br>organisation.<br>The Company is |

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|      | <ul> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either: <ul> <li>(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</li> <li>(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.</li> </ul> </li> <li>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.</li> </ul> |                    | not limited to, race, creed, colour,<br>gender, age, marital status,<br>religion or physical impairment.<br>The Company has no women on<br>its Board.<br>The Company's Company<br>Secretary is a woman.<br>The Company is not a "relevant<br>employer" under the <i>Workplace</i><br><i>Gender Equality Act 2012</i> (Cth).   | currently undertaking<br>a review of its<br>corporate governance<br>policies and it is<br>anticipated that a<br>diversity policy will be<br>adopted by Q2 2024.<br>The Company will<br>apply its best<br>endeavours for<br>achieving gender<br>diversity in the future.   |
| 1.6  | <ul> <li>A listed entity should:</li> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(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.</li> </ul>   | Does not<br>comply | Potential nominations to the<br>Board are assessed by the full<br>Board. The Board may appoint a<br>nominations or remuneration<br>committee.<br>The Board undertakes self-<br>assessment of its collective<br>performance. Individual<br>performance is evaluated by the<br>full Board.<br>A performance evaluation was<br>not undertaken during the year<br>ended 30 June 2023. | The Company does<br>not have a formal<br>process for evaluating<br>the performance of<br>board members,<br>reflecting the<br>Company's small size<br>and close interaction<br>of the small number<br>of individuals<br>throughout the<br>organisation.<br>The Company is<br>currently undertaking<br>a review of its<br>corporate governance<br>policies and it is<br>anticipated that a<br>remuneration<br>framework will be<br>implemented by Q2<br>2024. |
| 1.7  | <ul> <li>A listed entity should:</li> <li>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</li> </ul>  | Does not<br>comply | The Board evaluates performance<br>of senior executives.<br>Individual performance is<br>evaluated by the Board.  | The Company does<br>not have a formal<br>process for evaluating<br>the performance of<br>senior executives<br>reflecting the  |

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|      | (b) disclose for each reporting period<br>whether a performance evaluation has<br>been undertaken in accordance with that<br>process during or in respect of that<br>period.  |  | The Board may appoint a<br>nominations or remuneration<br>committee.<br>The Board undertakes assessment<br>of collective and individual<br>performance.<br>A performance evaluation was<br>not undertaken during the year<br>ended 30 June 2022. | Company's small size<br>and close interaction<br>of the small number<br>of individuals<br>throughout the<br>organisation.<br>The Company is<br>currently undertaking<br>a review of its<br>corporate governance<br>policies and it is<br>anticipated that a<br>remuneration<br>framework will be<br>implemented by Q2<br>2024. |
| 2.1  | The board of a listed entity should:<br>(a) have a nomination committee which:<br>(1) has at least three members, a   | Does not<br>comply   |  | The small size of the<br>Company does not<br>warrant the<br>formation of a   |
|      | majority of whom are independent<br>directors; and<br>(2) is chaired by an independent  |  |  | Nomination<br>Committee or<br>Remuneration   |
|      | director,<br>and disclose:  |  |  | Committee at this time. Appointments   |
|      | <ul><li>(3) the charter of the committee;</li><li>(4) the members of the committee; and</li></ul>   |  |  | are considered by the full Board.  |
|      | (5) as at the end of each reporting<br>period, the number of times the<br>committee met throughout the<br>period and the individual<br>attendances of the members at<br>those meetings; or  | d of each reporting<br>number of times the<br>met throughout the<br>he individual<br>of the members at |  | The Company is<br>currently undertaking<br>a review of its<br>corporate governance<br>policies and it is<br>anticipated that a<br>remuneration &   |
|      | (b) if it does not have a nomination<br>committee, disclose that fact and the<br>processes it employs to address board<br>succession issues and to ensure that the<br>board has the appropriate balance of<br>skills, knowledge, experience,<br>independence and diversity to enable it to<br>discharge its duties and responsibilities<br>effectively. |  |  | nomination<br>committee will be<br>implemented by Q2<br>2024.  |
| 2.2  | A listed entity should have and disclose a board<br>skills matrix setting out the mix of skills that the<br>board currently has or is looking to achieve in<br>its membership.  | Does not<br>comply   | The Company has not developed<br>a "skills matrix" to identify any<br>gaps in the collective skills of the<br>Board.   | The small size of the<br>Company does not<br>warrant the<br>development of a<br>"skills matrix" -<br>reflecting the<br>Company's small size<br>and close interaction<br>of the small number  |

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| 2.3   | <ul> <li>A listed entity should disclose:</li> <li>(a) the names of the directors considered by the board to be independent directors;</li> <li>(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</li> <li>(c) the length of service of each director.</li> </ul> | Complies           | The Board consists of four<br>Directors (Messrs Jacobs –<br>appointed 30 November 2012,<br>Ellis - appointed 8 November<br>2012, Hancock – appointed 26<br>February 2019 and McKnight –<br>appointed 31 August 2022), and<br>two are executives (Messrs Ellis<br>and McKnight).<br>Entities related to Messrs Jacobs,<br>Ellis, Hancock and McKnight each<br>consult to the Company, as<br>required.<br>An entity related to Mr Ellis is a<br>substantial shareholder of the<br>Company.<br>Messrs Ellis and McKnight are not<br>independent.<br>Mr Jacobs relinquished his<br>executive position as at 31 August<br>2022 and is not a substantial<br>shareholder. He is considered<br>independent from 31 August<br>2022.<br>Mr Hancock's consulting to the<br>Company is not material, and he<br>is not a substantial shareholder.<br>Mr Hancock is considered an<br>independent director. | of individuals<br>throughout the<br>organisation.<br>Each director's<br>background and skills<br>are reported in the<br>Company's annual<br>report.<br>The Company is<br>currently undertaking<br>a review of its<br>corporate governance<br>policies and it is<br>anticipated that a<br>skills matrix will be<br>implemented by Q2<br>2024.<br>Not applicable |
| 2.4   | A majority of the board of a listed entity should be independent directors.  | Does not<br>comply |  | The small size of the<br>Company does not<br>warrant a majority of<br>independent<br>directors.  |

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| 2.5  | The chair of the board of a listed entity should<br>be an independent director and, in particular,<br>should not be the same person as the CEO of<br>the entity.  | Complies           | Mr McKnight was appointed as<br>CEO and Managing Director on 31<br>August 2022. Mr Jacobs<br>relinquished his executive<br>position on the same date and is<br>considered independent.   | Not applicable  |
| 2.6  | A listed entity should have a program for<br>inducting new directors and for periodically<br>reviewing whether there is a need for existing<br>directors to undertake professional<br>development to maintain the skills and<br>knowledge needed to perform their role as<br>directors effectively. | Does not<br>comply |  | The small size of the<br>Company and<br>infrequency of new<br>director<br>appointments do not<br>warrant a new<br>director induction<br>program.  |
| 3.1  | A listed entity should articulate and disclose its values.  | Complies           | The Company has included in the<br>FY2022 its inaugural ESG report<br>highlighting its commitment to<br>becoming an environmentally and<br>socially responsible mining<br>company. The report articulates<br>the values of the Company.                            | Not applicable  |
| 3.2  | <ul> <li>A listed entity should:</li> <li>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</li> </ul>                              | Complies           | The Company has implemented<br>an employee handbook which is<br>provided to all employees at<br>induction. The handbook contains<br>the Company's code of conduct<br>policy together with other<br>Company policies which<br>communicates the Company's<br>values. | It is anticipated that<br>this will be made<br>available on the<br>Company's website as<br>part of the Company's<br>review of Corporate<br>Governance policies.   |
| 3.3  | <ul> <li>A listed entity should:</li> <li>(a) have and disclose a whistleblower policy;<br/>and</li> <li>(b) ensure that the board or a committee of<br/>the board is informed of any material<br/>incidents reported under that policy.</li> </ul>   | Complies           | The Company adopted its<br>whistleblower policy on 18 May<br>2022 and is published on the<br>Company's website. The board is<br>informed of any material<br>incidents reported under that<br>policy.   | Not applicable  |
| 3.4  | <ul> <li>A listed entity should:</li> <li>(a) have and disclose an anti-bribery and corruption policy; and</li> <li>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</li> </ul>   | Does not<br>comply |  | The Company does<br>not have an anti-<br>bribery and<br>corruption policy,<br>reflecting the<br>Company's small size<br>and close interaction<br>of the small number<br>of individuals<br>throughout the<br>organisation. |

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|      |   |                    |   | The Company is<br>currently undertaking<br>a review of its<br>corporate governance<br>policies and it is<br>anticipated that an<br>anti-bribery and<br>corruption policy will<br>be adopted by Q2<br>2024. |
| 4.1  | <ul> <li>The board of a listed entity should:</li> <li>(a) have an audit committee which: <ul> <li>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, who is not the chair of the board,</li> <li>and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the relevant qualifications and experience of the members of the committee; and</li> <li>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> </li> <li>(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.</li> </ul> | Does not<br>comply | The Company's Audit Committee<br>comprises the full Board. The<br>Chairman of the Audit Committee<br>is also the Chairman of the Board.<br>The Audit Committee meets at<br>least twice a year. The attendees<br>are the Audit Committee<br>Members, External Auditor,<br>Company Secretary and Chief<br>Financial Officer.<br>The Audit Committee does not<br>have a charter.<br>Relevant qualifications and<br>experience of the members of the<br>committee, and individual<br>attendances at committee<br>meetings, are disclosed in the<br>Company's annual report. | The Audit Committee<br>structure is<br>considered<br>commercially cost<br>effective, and<br>appropriate to the<br>Company's small size<br>and structure.   |
| 4.2  | The board of a listed entity should, before it<br>approves the entity's financial statements for a<br>financial period, receive from its CEO and CFO a<br>declaration that, in their opinion, the financial<br>records of the entity have been properly<br>maintained and that the financial statements<br>comply with the appropriate accounting<br>standards and give a true and fair view of the<br>financial position and performance of the entity<br>and that the opinion has been formed on the<br>basis of a sound system of risk management  | Complies           | As is required by section 295A of<br>the <i>Corporations Act 2001</i> (Cth),<br>the CEO and CFO make a<br>declaration that, in their opinion,<br>the financial records of the entity<br>have been properly maintained<br>and that the financial statements<br>comply with the appropriate<br>accounting standards and give a<br>true and fair view of the financial<br>position and performance of the<br>entity.   | Not applicable   |

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|      | and internal control which is operating effectively.  |                    | <ul> <li>The Company extended the section 295A declaration to include the declaration that:</li> <li>(a) The opinion has been formed on the basis of a sound system of risk management and internal control, which is operating effectively; and</li> <li>(b) It is in respect of the Company's financial statements for any financial period.</li> </ul>   |   |
| 4.3  | A listed entity should disclose its process to<br>verify the integrity of any periodic corporate<br>report it releases to the market that is not<br>audited or reviewed by an external auditor. | Complies           | All periodic corporate reports the<br>Company releases to the market<br>that are not audited, or reviewed<br>by an external auditor, are<br>distributed to all Directors,<br>relevant senior executives and<br>consultants for review and<br>confirmation before release.   | Not applicable  |
| 5.1  | A listed entity should have and disclose a<br>written policy for complying with its continuous<br>disclosure obligations under listing rule 3.1.  | Does not<br>comply | Security holders are informed of<br>all material developments that<br>impact on the Company. Detailed<br>continuous disclosure policy is<br>intended to maintain the market<br>integrity and market efficiency of<br>the Company's shares listed on<br>the ASX.<br>Management is required to<br>report any matter that may<br>require disclosure under the<br>Company's continuous disclosure<br>obligations.<br>The Chief Executive Officer and<br>Managing Director, together with<br>the Chief Financial Officer and<br>Company Secretary are also each<br>required to report at each Board<br>meeting on continuous<br>disclosure.<br>The continuous disclosure process<br>ensures compliance with the<br>Company's continuous disclosure<br>and reporting obligations,<br>consistent with the Listing Rules<br>and <i>Corporations Act 2001</i> (Cth). | The Company does<br>not have a formal<br>continuous disclosure<br>policy, reflecting the<br>Company's small size<br>and close interaction<br>of the small number<br>of individuals<br>throughout the<br>organisation.<br>The Company is<br>currently undertaking<br>a review of its<br>corporate governance<br>policies and it is<br>anticipated that a<br>continuous disclosure<br>policy will be adopted<br>by Q2 2024. |
| 5.2  | A listed entity should ensure that its board<br>receives copies of all material market<br>announcements promptly after they have been<br>made.  | Complies           | Each Director automatically<br>receives an emailed copy of the<br>Company's market<br>announcements.  | Not applicable  |

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| 5.3  | A listed entity that gives a new and substantive<br>investor or analyst presentation should release<br>a copy of the presentation materials on the ASX<br>Market Announcements Platform ahead of the<br>presentation. | Complies   | Materials for new or substantive<br>investor presentations are lodged<br>on the ASX Market<br>Announcements Platform ahead<br>of the presentation.  | Not applicable                                  |
| 6.1  | A listed entity should provide information<br>about itself and its governance to investors via<br>its website.  | Complies   | <ul> <li>The Company aims to convey to its shareholders pertinent information in a factual, timely, regular and detailed manner.</li> <li>The Board ensures that the annual report includes relevant information about the operations of the Company during the year, and changes in the state of affairs of the Company, in addition to the other disclosures required by the <i>Corporations Act 2001</i> (Cth).</li> <li>Information is communicated to shareholders by the Company's website: https://g6m.com.au/;</li> <li>Placement of market announcements on the Company's website: https://g6m.com.au/;</li> <li>The annual and interim financial reports (for those shareholders who have requested a copy);</li> <li>Disclosures to the Australian Securities &amp; Investments Commission;</li> <li>Notices and explanatory memoranda of annual general meetings; and</li> <li>The Invitation to attend and raise questions at the Annual General Meeting.</li> <li>All shareholders are welcome to communicate directly with the Company.</li> <li>All queries will be answered in a timely fashion to the maximum extent possible (with consideration given to commercially sensitive information, privacy requirements and the Company's disclosure obligations).</li> </ul> | Not applicable                                  |

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| 6.2  | A listed entity should have an investor relations<br>program that facilitates effective two-way<br>communication with investors.                               | Complies   | The Company's management<br>undertakes ongoing contacts<br>with investors, encouraging two-<br>way communication.<br>There is no formal investor<br>relations program, reflecting the<br>Company's small size.<br>With the commencement of<br>operations at the Dolphin<br>Tungsten Mine, the Company<br>intends to design and implement<br>a formal investor relations<br>program.<br>Security holders are encouraged<br>to provide the Company with<br>their email contact details.<br>The Company's securities registry<br>(Computershare) maintains a<br>record of security holders' email<br>addresses.  | Not applicable                                  |
| 6.3  | A listed entity should disclose how it facilitates<br>and encourages participation at meetings of<br>security holders.   | Complies   | Refer to details as included in point 6.1 above.  | Not applicable                                  |
| 6.4  | A listed entity should ensure that all<br>substantive resolutions at a meeting of security<br>holders are decided by a poll rather than by a<br>show of hands. | Complies   | The Company's Constitution<br>states that no poll may be<br>demanded on the election of a<br>chairman of a meeting.<br>Otherwise, a poll<br>may be demanded by:<br>(i) the chairman;<br>(ii) at least five members<br>entitled to vote on the<br>resolution; or<br>(iii) by members with at<br>least 5% of the votes<br>that may be cast on the<br>resolution on a poll.<br>If a poll is duly demanded at a<br>general meeting, it must be taken<br>in the way and either at once or<br>after an interval or adjournment<br>as the chairman of the meeting<br>directs. The result of the poll as<br>declared by the chairman is the<br>resolution of the meeting at<br>which the poll was demanded. | Not applicable                                  |

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|      |  |                    | The demand for a poll may be<br>withdrawn with the chairman's<br>consent.<br>The Company is complying with<br>section 10 of ASX Guidance Note<br>35, that all ASX Listing Rule<br>resolutions are to be decided by a<br>poll rather than by a show of<br>hands.  |   |
| 6.5  | A listed entity should give security holders the<br>option to receive communications from, and<br>send communications to, the entity and its<br>security registry electronically.  | Complies           | Refer to details as included in point 6.1 above.   | Not applicable  |
| 7.1  | <ul> <li>The board of a listed entity should:</li> <li>(a) have a committee or committees to oversee risk, each of which: <ul> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> </li> <li>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</li> </ul> | Does not<br>comply | The Audit Committee has the<br>responsibility to establish policies<br>on the system of internal control<br>and management of financial and<br>business risks.<br>Risk matters are raised with the<br>Audit Committee, which in turn<br>manages these matters raised<br>and reports to the full Board.                               | This Audit Committee<br>structure is<br>considered<br>commercially cost<br>effective, and<br>appropriate to the<br>Company's small size<br>and structure. |
| 7.2  | <ul> <li>The board or a committee of the board should:</li> <li>(a) review the entity's risk management<br/>framework at least annually to satisfy<br/>itself that it continues to be sound and<br/>that the entity is operating with due<br/>regard to the risk appetite set by the<br/>board; and</li> <li>(b) disclose, in relation to each reporting<br/>period, whether such a review has taken<br/>place.</li> </ul>   | Complies           | During the year ended 30 June<br>2023, the Board managed the<br>Company's material business<br>risks by review of a risk register<br>at regular monthly board<br>meetings.<br>The Company is required to<br>regularly review procedures and<br>ensure timely identification of<br>disclosure material and<br>materiality thresholds. | Not applicable  |

| Corp | orate Governance Council recommendation  | Compliance         | Details  | Disclosure<br>Requirement for<br>Non-Compliance  |
|------|--|--------------------|--|--|
|      |  |                    | <ul> <li>When establishing a preliminary assessment of materiality, the Company has regard to:</li> <li>(a) the reliability of management information;</li> <li>(b) factors which may indicate deviations from normal activities; and</li> <li>(c) qualitative factors which impact on the materiality of individual misstatements, to assess: <ul> <li>(1) the significance of the misstatement to the particular entity;</li> <li>(2) the pervasiveness of the misstatement; and</li> <li>(3) the effect of misstatement.</li> </ul> </li> </ul> |  |
| 7.3  | <ul> <li>A listed entity should disclose:</li> <li>(a) if it has an internal audit function, how<br/>the function is structured and what role it<br/>performs; or</li> <li>(b) if it does not have an internal audit<br/>function, that fact and the processes it<br/>employs for evaluating and continually<br/>improving the effectiveness of its<br/>governance, risk management and<br/>internal control processes.</li> </ul>   | Complies           | The Company does not have an<br>internal audit function.<br>Refer to details as included in<br>point 7.1 above.  | Not applicable   |
| 7.4  | A listed entity should disclose whether it has<br>any material exposure to environmental or<br>social risks and, if it does, how it manages or<br>intends to manage those risks.   | Complies           | Refer to details as included in<br>point 7.1 above. The company has<br>confirmed its commitment to ESG<br>reporting and will commence<br>reporting in FY 2024.   | Not applicable   |
| 8.1  | <ul> <li>The board of a listed entity should:</li> <li>(a) have a remuneration committee which: <ul> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director,</li> <li>and disclose: <ul> <li>(3) the charter of the committee; and</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual</li> </ul> </li> </ul></li></ul> | Does not<br>comply | <ul> <li>The Company does not have a remuneration committee.</li> <li>Remuneration is determined by:</li> <li>(a) the Board - for Directors; and</li> <li>(b) Executive Directors - for senior executives.</li> <li>Non-executive director fees are set within the aggregate amount approved by shareholders.</li> <li>Any structure for equity-based remuneration must be commercially cost effective, and appropriate to the Company's small size and structure.</li> </ul>  | Applying alternative<br>processes, rather<br>than engaging a<br>remuneration<br>committee, is<br>considered<br>commercially cost<br>effective; and<br>appropriate to the<br>Company's small size<br>and structure.<br>However, the<br>Company is currently<br>undertaking a review<br>of its corporate |

| Corporate Governance Council recommendation |   | Compliance        | Details   | Disclosure<br>Requirement for<br>Non-Compliance  |
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|   | attendances of the members at<br>those meetings; or<br>(b) if it does not have a remuneration<br>committee, disclose that fact and the<br>processes it employs for setting the level<br>and composition of remuneration for<br>directors and senior executives and<br>ensuring that such remuneration is<br>appropriate and not excessive.                          |                   | There is regard for the<br>performance of duties to any<br>published guidelines or<br>recommendations regarding the<br>remuneration of directors and<br>senior executives of listed<br>companies and formation and<br>operation of share option<br>schemes, which are considered<br>relevant or appropriate.Remuneration reflects the<br>demands on and responsibilities<br>of our directors and senior<br>executives. Directors and senior<br>executives are remunerated by<br>way of:(a) Salaries;(b) Consulting fees;(c) Any statutory remuneration<br>(superannuation, annual<br>leave, and long service<br>leave); and(d) Participation in equity-based<br>remuneration.Directors and senior executives<br>are no schemes for<br>retirement benefits, other than<br>any statutory superannuation,<br>annual leave and long service<br>leave. | governance policies<br>and it is anticipated<br>that a remuneration<br>and nomination<br>committee will be<br>established by Q2<br>2024. |
| 8.2   | A listed entity should separately disclose its<br>policies and practices regarding the<br>remuneration of non-executive directors and<br>the remuneration of executive directors and<br>other senior executives.  | Complies          | Refer to details as included in point 8.1 above.  | Not applicable   |
| 8.3   | <ul> <li>A listed entity which has an equity-based remuneration scheme should:</li> <li>(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</li> <li>(b) disclose that policy or a summary of it.</li> </ul> | Complies          | Disclosed in the Annual Report.   | Not applicable   |
| 9.1   | A listed entity with a director who does not<br>speak the language in which board or security<br>holder meetings are held or key corporate<br>documents are written should disclose the   | Not<br>applicable | English is the language in which<br>board and security holder<br>meetings are held and key<br>corporate documents are written.  | Not applicable   |

| Corporate Governance Council recommendation |  | Compliance        | Details   | Disclosure<br>Requirement for<br>Non-Compliance |
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|   | processes it has in place to ensure the director<br>understands and can contribute to the<br>discussions at those meetings and understands<br>and can discharge their obligations in relation<br>to those documents.   |                   | All Directors and senior<br>executives are fluent in written<br>and spoken English. |   |
| 9.2   | A listed entity established outside Australia<br>should ensure that meetings of security holders<br>are held at a reasonable place and time.   | Not<br>applicable | The Company is established solely in Australia.                                     | Not applicable                                  |
| 9.3   | A listed entity established outside Australia,<br>and an externally managed listed entity that<br>has an AGM, should ensure that its external<br>auditor attends its AGM and is available to<br>answer questions from security holders<br>relevant to the audit.   | Not<br>applicable | The Company is established solely in Australia.                                     | Not applicable                                  |
| -   | <ul> <li>Alternative to Recommendation 1.1 for<br/>externally managed listed entities:</li> <li>The responsible entity of an externally<br/>managed listed entity should disclose:</li> <li>(a) the arrangements between the<br/>responsible entity and the listed entity for<br/>managing the affairs of the listed entity;<br/>and</li> <li>(b) the role and responsibility of the board of<br/>the responsible entity for overseeing<br/>those arrangements.</li> </ul> | Not<br>applicable |   | Not applicable                                  |
| -   | Alternative to Recommendations 8.1, 8.2 and<br>8.3 for externally managed listed entities:<br>An externally managed listed entity should<br>clearly disclose the terms governing the<br>remuneration of the manager.   | Not<br>applicable |   | Not applicable                                  |