

**ACDC METALS LIMITED**  
**ACN 654 049 699**  
**(Company)**

**CORPORATE GOVERNANCE STATEMENT**

This Corporate Governance Statement is current as at 26 September 2023 and has been approved by the Board of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company has followed the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (4<sup>th</sup> Edition) (**Recommendations**) for the financial year ended 30 June 2023. The Recommendations are not mandatory, however the Recommendations that have not been followed for any part of the reporting period and to the date of signing the Directors' Report have been identified and reasons provided for not following them along with what (if any) alternative governance practices that have been adopted in lieu of the recommendation during the period.

The Company has adopted a suite of Corporate Documents which provide the written terms of reference for the Company's Corporate Governance duties.

Due to the current size and nature of the existing Board and the magnitude of the Company's operations, the Board does not consider that the Company will gain any benefit from individual Board committees and that its resources would be better utilised in other areas as the Board is of the strong view that at this stage the experience and skill set of the current Board is sufficient to perform these roles. Under the Company's Board Charter, the duties that would ordinarily be assigned to individual committees are currently carried out by the full Board under the written terms of reference for those committees.

The Company's suite of Corporate Documents is available on the Company's website at

<https://acdcmetals.com.au/company/corporate-governance/>.

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<b>Principle 1: Lay solid foundations for management and oversight</b>		
<b>Recommendation 1.1</b>		
A listed entity should have and disclose a Board Charter which sets out the respective roles and responsibilities of the Board, the Chair and Management, and includes a description of those matters expressly reserved to the Board and those delegated to management.	YES	The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and Management and includes a description of those matters expressly reserved to the Board and those delegated to Management.

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
		<p>The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chair 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, details of the Board's performance review and details of the Board's disclosure policy.</p> <p>A copy of the Company's Board Charter, which is part of the Company's Corporate Governance Plan, is available on the Company's website at:  <a href="https://acdcmetals.com.au/company/corporate-governance/">https://acdcmetals.com.au/company/corporate-governance/</a>.</p>
<b>Recommendation 1.2</b>		
<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a Director; and</p> <p>(a) 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.</p>	YES	<p>(a) The Company has guidelines for the appointment and selection of the Board and senior executives in its Corporate Governance Plan. The Company's Nomination Committee Charter (in the Company's Corporate Governance Plan) requires the Nomination Committee (or, in its absence, the Board) to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person or putting forward to security holders a candidate for election, as a Director. In the event of an unsatisfactory check, a Director is required to submit their resignation.</p> <p>(b) In accordance with the Nomination Committee Charter, all material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director.</p>
<b>Recommendation 1.3</b>		
<p>A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.</p>	YES	<p>The Company's Nomination Committee Charter requires the Nomination Committee (or, in its absence, the Board) to ensure that each Director and senior executive is personally a party to a</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION						
		<p>written agreement with the Company which sets out the terms of that Director's or senior executive's appointment.</p> <p>The Company has written agreements with each of its Directors and senior executives.</p>						
<b>Recommendation 1.4</b>								
<p>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.</p>	YES	<p>The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. The Company Secretary is appointed by the Board.</p> <p>In accordance with the Board Charter, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with governance and the proper functioning of the Board.</p>						
<b>Recommendation 1.5</b>								
<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>(i) the measurable objectives set for that period to achieve gender diversity;</p> <p>(ii) the entity's progress towards achieving those objectives; and</p> <p>(iii) 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>	PARTIALLY	<p>(a) The Company has adopted a Diversity Policy, which provides a framework for the Company to achieve a diverse and skilled workforce and an inclusive workplace culture,</p> <p>(b) The Board does not presently intend to set measurable gender diversity objectives. The Board does not anticipate there will be a need to appoint any new Directors or senior executives due to the limited nature of the Company's existing and proposed activities. The Board believes that the existing Directors and senior executives have sufficient skill and experience to carry out the Company's plans.</p> <p>(c) As a measurement of gender diversity, the proportion of women employees in the Company as at 30 June 2023 are as follows:</p> <table border="1" data-bbox="1218 1246 2092 1401"> <tbody> <tr> <td>Women on the Board</td> <td>0%</td> </tr> <tr> <td>Women in senior executive positions</td> <td>50%</td> </tr> <tr> <td>Women in the organisation</td> <td>40%</td> </tr> </tbody> </table> <p>The Company is not a relevant employer under the Workplace Gender Equality Act.</p>	Women on the Board	0%	Women in senior executive positions	50%	Women in the organisation	40%
Women on the Board	0%							
Women in senior executive positions	50%							
Women in the organisation	40%							

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<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 the Workplace Gender Equality 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>		
<b>Recommendation 1.6</b>		
<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>	YES	<p>(a) The Company's Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Board, its committees and individual Directors on an annual basis. It may do so with the aid of an independent advisor. The process for this is set out in the Company's Board Charter, Nomination Committee Charter and Performance Evaluation Policy, which is part of the Company's Corporate Governance Plan, is available on the Company's website at: <a href="https://acdcmetals.com.au/company/corporate-governance/">https://acdcmetals.com.au/company/corporate-governance/</a>.</p> <p>(b) The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company conducted an internal performance review of its Directors during FY23.</p>
<b>Recommendation 1.7</b>		
<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>	YES	<p>(a) The Company's Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Company's senior executives on an annual basis. The</p>

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<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>Company's Remuneration Committee (or, in its absence, the Board) is responsible for evaluating the remuneration of the Company's senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non-executive Director. The applicable processes for these evaluations can be found in the Company's Performance Evaluation Policy, which is available on the Company's website.</p> <p>(b) The Company's Performance Evaluation Policy requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company intends to complete performance evaluations in respect of the senior executives (if any) for each financial year in accordance with the applicable processes. Due to the Company listing on the ASX in January 2023, the Board has not yet completed a performance evaluation of the senior executive team.</p>
<p><b>Principle 2: Structure the Board to be effective and add value</b></p>		
<p><b>Recommendation 2.1</b></p>		
<p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent Directors; and</li> <li>(ii) is chaired by an independent Director, and disclose:</li> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(v) 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>	<p>NO</p>	<p>(a) The Company does not have a Nomination Committee. The Company's Nomination Committee Charter provides for the creation of a Nomination Committee (if it is considered it will benefit the Company). The Nomination Committee Charter provides that, where possible the Nomination Committee must be comprised of at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director.</p> <p>(b) Until such time as the size of the Company's operations and the Board justifies the establishment of a separate Nomination Committee, the function of the Committee in accordance with the Nomination Committee Charter and the Board Charter, will be performed by the Board. The</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p>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>Board carries out the duties that would ordinarily be carried out by the Nomination Committee including the following processes to address succession issues and to ensure the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively:</p> <ul style="list-style-type: none"> <li>i. devoting time at least annually to discuss Board succession issues and updating the Company's Board skills matrix; and</li> </ul> <p>(c) all Board members being involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.</p>
<b>Recommendation 2.2</b>		
<p>A listed entity should have and disclose a Board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.</p>	YES	<p>Under the Nomination Committee Charter (in the Company's Corporate Governance Plan), the Nomination Committee (or, in its absence, the Board) is required to prepare a Board skills matrix setting out the mix of skills that the Board currently has (or is looking to achieve) and to review this at least annually against the Company's Board skills matrix to ensure the appropriate mix of skills to discharge its obligations effectively, to add value and to ensure the Board has the ability to deal with new and emerging business and governance issues.</p> <p>The Company has a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership. The Board Skills Matrix is available on the Company's website at:</p> <p><a href="https://acdcmetals.com.au/company/corporate-governance/">https://acdcmetals.com.au/company/corporate-governance/</a></p> <p>The Board Charter requires the disclosure of each Board member's qualifications and expertise. Full details as to each Director and senior executive's relevant skills and experience will be made available in the Company's Annual Report and on the Company's website at:</p> <p><a href="https://acdcmetals.com.au/company/board-management/">https://acdcmetals.com.au/company/board-management/</a>.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<b>Recommendation 2.3</b>		
<p>A listed entity should disclose:</p> <p>(a) the names of the Directors considered by the Board to be independent Directors;</p> <p>(b) if a Director has an interest, position or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendations (4<sup>th</sup> Edition), but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and</p> <p>(c) the length of service of each Director</p>	YES	<p>(a) The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent. The Company will disclose those Directors it considers to be independent in its Annual Report and on the Company's website. Andrew Shearer, and Ivan Fairhall are considered to be independent Directors.</p> <p>(b) The Company will disclose in its Annual Report and the Company's website any instances where this applies and an explanation of the Board's opinion why the relevant Director is still considered to be independent.</p> <p>(c) The Company's Annual Report will disclose the length of service of each Director, as at the end of each financial year.</p>
<b>Recommendation 2.4</b>		
<p>A majority of the Board of a listed entity should be independent Directors.</p>	YES	<p>The Company's Board Charter requires that, where practical, the majority of the Board should be independent.</p> <p>The Board currently comprises a total of 4 directors, of whom 3 are considered to be independent. As such, independent directors currently do comprise the majority of the Board.</p>
<b>Recommendation 2.5</b>		
<p>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.</p>	YES	<p>The Board Charter provides that, where practical, the Chair of the Board should be an Independent Director and should not be the CEO/Managing Director.</p> <p>The Chair of the Company is an Independent Director and is not the CEO/Managing Director.</p>
<b>Recommendation 2.6</b>		
<p>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.</p>	YES	<p>In accordance with the Company's Board Charter, the Nomination Committee (or, in its absence, the Board) is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their</p>

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		responsibilities. The Company Secretary is responsible for facilitating inductions and professional development including receiving briefings on material developments in laws, regulations and accounting standards relevant to the Company.
<b>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</b>		
<b>Recommendation 3.1</b>		
A listed entity should articulate and disclose its values.	YES	The Company's values are set out in its Code of Conduct (which forms part of the Corporate Governance Plan) and are available on the Company's website. All employees are given appropriate training on the Company's values and senior executives will continually reference such values.
<b>Recommendation 3.2</b>		
<p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its Directors, senior executives and employees; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.</p>	YES	<p>(a) The Company's Corporate Code of Conduct applies to the Company's Directors, Senior Executives and employees.</p> <p>(b) The Company's Corporate Code of Conduct (which forms part of the Company's Corporate Governance Plan) is available on the Company's website at: <a href="https://acdcmetals.com.au/company/corporate-governance/">https://acdcmetals.com.au/company/corporate-governance/</a>. Any material breaches of the Code of Conduct are reported to the Board or a committee of the Board.</p>
<b>Recommendation 3.3</b>		
<p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(a) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.</p>	YES	<p>The Company's Whistleblower Protection Policy (which forms part of the Corporate Governance Plan) is available on the Company's website at: <a href="https://acdcmetals.com.au/company/corporate-governance/">https://acdcmetals.com.au/company/corporate-governance/</a>. Any material breaches of the Whistleblower Protection Policy are to be reported to the Board or a committee of the Board.</p>
<b>Recommendation 3.4</b>		
A listed entity should:	YES	The Company's Anti-Bribery and Anti-Corruption Policy (which forms part of the Corporate Governance Plan) is available on the Company's website at:



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
(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.		<a href="https://acdcmetals.com.au/company/corporate-governance/">https://acdcmetals.com.au/company/corporate-governance/</a> . Any material breaches of the Anti-Bribery and Anti-Corruption Policy are to be reported to the Board or a committee of the Board.
<b>Principle 4: Safeguard the integrity of corporate reports</b>		
<b>Recommendation 4.1</b>		
<p>The Board of a listed entity should:</p> (a) have an audit committee which: <ul style="list-style-type: none"> <li>(i) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and</li> <li>(ii) is chaired by an independent Director, who is not the Chair of the Board,</li> </ul> and disclose: <ul style="list-style-type: none"> <li>(iii) the charter of the committee;</li> <li>(iv) the relevant qualifications and experience of the members of the committee; and</li> <li>(v) 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> (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.	PARTIALLY	<p>The Company has an Audit &amp; Risk Committee which:</p> (a) Has three Members, two of whom are Independent Directors;           (b) Is chaired by an Independent Non-Executive Director who is not the Chair of the Board;           (c) has a Charter is available on the Company's website at: <a href="https://acdcmetals.com.au/company/corporate-governance/">https://acdcmetals.com.au/company/corporate-governance/</a> .           (d) The current Members are Richard Boyce (Chair), Ivan Fairhall and Tom Davidson (CEO). The qualifications and experience of the Members are published on ACDC's website and also detailed in the Directors' Report within the Annual Report; and           (e) Details of the number of Committee meetings and attendance at those meetings are set out in the Directors' Report within the Annual Report.

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<b>Recommendation 4.2</b>		
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 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.	YES	The Company's Audit & Risk Committee Charter requires the CEO and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on these terms.  The Company will obtain a sign off on these terms for each of its financial statements in each financial period .
<b>Recommendation 4.3</b>		
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.	YES	All periodic reports to be released to the market undergo a series of internal management reviews including by the CEO, the Audit & Risk Committee and where relevant third-party advisers.
<b>Principle 5: Make timely and balanced disclosure</b>		
<b>Recommendation 5.1</b>		
A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	YES	The Corporate Governance Plan, which incorporates the Continuous Disclosure Policy, is available on the Company's website at:  <a href="https://acdcmetals.com.au/company/corporate-governance/">https://acdcmetals.com.au/company/corporate-governance/</a>
<b>Recommendation 5.2</b>		
A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	YES	Under the Company's Continuous Disclosure Policy (which forms part of the Corporate Governance Plan), all members of the Board will receive material market announcements promptly after they have been made.
<b>Recommendation 5.3</b>		
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.	YES	All substantive investor or analyst presentations will be released on the ASX Markets Announcement Platform ahead of such presentations.

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<b>Principle 6: Respect the rights of security holders</b>		
<b>Recommendation 6.1</b>		
A listed entity should provide information about itself and its governance to investors via its website.	YES	Information about the Company and its governance is available in the Corporate Governance Plan which can be found on the Company's website at: <a href="https://acdcmetals.com.au/company/corporate-governance/">https://acdcmetals.com.au/company/corporate-governance/</a> .
<b>Recommendation 6.2</b>		
A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	YES	Relationships with investors are very important to the Company. The Company will conduct investor briefings and investor roadshows with institutional groups and analysts. The Company will send details of its half-year and full-year investor call to the ASX to ensure that a wide set of stakeholders are able to attend. The Chair, Directors and Key Management Personnel will engage with Shareholders in advance of the Company's General Meetings and AGMs, as appropriate. Shareholders will be encouraged to participate at these meetings and will have an opportunity to ask questions of the Board.
<b>Recommendation 6.3</b>		
A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	YES	Shareholders are encouraged to participate at all general meetings and AGMs of the Company. Notice of Meetings and explanatory materials are written in a clear and concise manner to ensure that shareholders comprehend the resolutions to be put to the meeting.  The external auditor is required to attend the AGM of the Company and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.  Shareholders are able to communicate with the Company electronically and ask questions via the Company's website or by email. Investors are also able to communicate with the Company's share registry electronically, by emailing the share registry or via the share registry's website.

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<b>Recommendation 6.4</b>		
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.	YES	All substantive resolutions at securityholder meetings will be decided by a poll rather than a show of hands.
<b>Recommendation 6.5</b>		
A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	YES	Security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.  Shareholders queries should be referred to the Company Secretary at first instance.
<b>Principle 7: Recognise and manage risk</b>		
<b>Recommendation 7.1</b>		
<p>The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent Directors; and</li> <li>(ii) is chaired by an independent Director, and disclose:</li> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(v) 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> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p>	PARTIALLY	<p>The Group has an Audit &amp; Risk Committee to oversee risk which:</p> <ul style="list-style-type: none"> <li>(a) Has three members, two of whom are Independent Directors;</li> <li>(b) Is chaired by an Independent Non-Executive Director who is not chair of the Board;</li> <li>(c) has a Charter is available on the Company's website at: <a href="https://acdcmetals.com.au/company/corporate-governance/">https://acdcmetals.com.au/company/corporate-governance/</a>.</li> <li>(d) The current Members are Richard Boyce (Chair), Ivan Fairhall and Tom Davidson (CEO). The qualifications and experience of the Members are published on ACDC's website and also detailed in the Directors' Report within the Annual Report; and</li> <li>(e) Details of the number of Committee meetings and attendance at those meetings are set out in the Directors' Report within the Annual Report.</li> </ul>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<b>Recommendation 7.2</b>		
<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>	YES	<p>(a) The Audit &amp; Risk Committee Charter requires that the Audit &amp; Risk Committee (or, in its absence, the Board) should, at least annually, satisfy itself that the Company's Risk Management Framework continues to be sound and that the Company is operating with due regard to the Risk Appetite set by the Board.</p> <p>(b) The Board completed a review of the Company's Risk Management Framework during the reporting period.</p>
<b>Recommendation 7.3</b>		
<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	YES	<p>(a) The Audit &amp; Risk Committee Charter provides for the Audit &amp; Risk Committee (or in its absence the Board) to monitor and periodically review the need for an internal audit function, as well as assessing the performance and objectivity of any internal audit procedures that may be in place.</p> <p>(b) The Company does not have an internal audit function. The Company believes that the risk management framework it has in place will be effective for a company of its scale and complexity, subject to the annual review being performed. The Company has developed a risk matrix to identify and manage key risks.</p>
<b>Recommendation 7.4</b>		
<p>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.</p>	YES	<p>The Audit &amp; Risk Committee Charter requires the Audit &amp; Risk Committee (or, in its absence, the Board) to assist management to determine whether the Company has any potential or apparent exposure to environmental or social risks and, if it does, put in place management systems, practices and procedures to manage those risks.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
		<p>The Audit &amp; Risk Committee Charter and the Risk Management Policy require the Company to disclose whether it has any potential or apparent exposure to environmental or social risks and, if it does, put in place management systems, practices and procedures to manage those risk.</p> <p>Where the Company does not have material exposure to environmental or social risks, it will report the basis for that determination to the Board, and where appropriate benchmark the Company's environmental or social risk profile against its peers.</p> <p>The Company will disclose this information in its Annual Report.</p>
<b>Principle 8: Remunerate fairly and responsibly</b>		
<b>Recommendation 8.1</b>		
<p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent Directors; and</li> <li>(ii) is chaired by an independent Director, and disclose:</li> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(v) 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> <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>	PARTIALLY	<p>The Company does not have a Remuneration Committee. The Remuneration Committee Charter that provides for the creation of a Remuneration Committee (if it is considered it will benefit the Company) states that, where possible, the Remuneration Committee must be comprised of at least three members (a majority of whom are be independent Directors) and the Committee must be chaired by an independent Director.</p> <p>(a) Until such time as the size of the Company's operations and the Board justifies the establishment of a separate Remuneration Committee, the function of the Committee in accordance with the Remuneration Committee Charter and the Board Charter, will be performed by the Board. The Board carries out the following processes to set the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <ul style="list-style-type: none"> <li>(i) the Board devotes time at the annual Board meeting to assess the level and composition of remuneration for Directors and senior executive; and</li> </ul>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
		(ii) at Board meetings, the Board sets aside time for determining and reviewing compensation arrangements for the Directors and the Managing Director, and direct reports to the CEO.
<b>Recommendation 8.2</b>		
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.	YES	The Company's Corporate Governance Plan requires the Board to disclose its policies and practices regarding the remuneration of Directors and senior executives, which is disclosed in the remuneration report contained in the Company's Annual Report as well as being disclosed on the Company's website.
<b>Recommendation 8.3</b>		
<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>	YES	<p>(a) The Company has an equity-based remuneration scheme. The Company has 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.</p> <p>(b) A copy of the Trading Policy and Employee Incentive Securities Plan will be provided on the Company's website.</p>
<b>Additional recommendations that apply only in certain cases</b>		
<b>Recommendation 9.1</b>		
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.	N/A	As set out in the Company's Board Charter (which forms part of the Corporate Governance Plan), should the Company have a non-English speaking Director, the Company will translate all key corporate documents for the benefit of the Director. In addition, a translator will be present for all Board and Shareholder meetings.
<b>Recommendation 9.2</b>		

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	N/A	Not Applicable.
<b>Recommendation 9.3</b>		
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.	N/A	Not Applicable.