

Corporate Governance Statement

Introduction

The Board of Directors is responsible for the corporate governance of Petratherm Ltd (the Company) and its controlled entities (the Group). The Group operates in accordance with the corporate governance principles as set out by the ASX Corporate Governance Council and required under ASX listing rules.

The Group details below the corporate governance practices in place at the end of the financial year, all of which comply with the principles and recommendations of the ASX corporate governance council unless otherwise stated. Some of the charters and policies that form the basis of the corporate governance practices of the Group may be located on the Group's website, <http://petratherm.com.au>.

On 27 February 2019, the ASX Corporate Governance Council released the 4th Edition of its Corporate Governance Principles and Recommendations (4th Edition Recommendations). The Group has reviewed its corporate governance and reporting practices under these principles during the period ended 30 June 2023. The disclosures in this Corporate Governance Statement reflect this and, as at the date of this statement, the Group complies with the 4th Edition Recommendations (unless otherwise stated).

Principle 1: Lay solid foundations for management and oversight

A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

Recommendation 1.1 – Recommendation followed

A listed entity should have and disclose a board charter setting out:

- (a) the respective roles and responsibilities of its board and management; and
- (b) those matters expressly reserved to the board and those delegated to management.

The relationship between the Board and senior management is critical to the Group's long-term success. 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 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 responsibilities of the board include:

- providing strategic guidance to the group including contributing to the development of and approving the corporate strategy;
- reviewing and approving business plans, the annual budget and financial plans including available resources and major capital expenditure initiatives;
- overseeing and monitoring the organisational performance and the achievement of the group's strategic goals and objectives;
- monitoring financial performance including approval of the annual and half-year financial reports and liaison with the company's auditors;
- appointment and performance assessment of the Managing Director (MD) (when applicable);
- ratifying the appointment and/or removal and contributing to the performance assessment for the members of the senior management team, including the Company Secretary;
- ensuring there are effective management processes in place and approving major corporate initiatives;
- enhancing and protecting the reputation of the organisation;

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- overseeing the operation of the group's system for compliance and risk management reporting to shareholders; and
- ensuring appropriate resources are available to senior management.

Day to day management of the Group's affairs and the implementation of the corporate strategy and policy initiatives are managed by the Board due to the size and nature of the Group.

Recommendation 1.2 – Recommendation followed

A listed entity should:

- (a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and
- (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

The Group undertakes appropriate checks before appointing a person to the Board of the Company. All material information relevant to the decision as to whether or not to elect or re-elect a director is submitted for review by members in the Group's Notice of Annual General Meeting.

Recommendation 1.3 – Recommendation followed

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

A written agreement is executed with each director setting out the terms of their appointment, including the basis upon which they will be indemnified. The letter of appointment clearly defines the role of directors, including the expectations in terms of independence, participation, and time commitment. The letter of appointment also makes it clear that directors are required to disclose circumstances that may affect, or be perceived to affect, their ability to exercise independent judgement so that the Board can assess independence on a regular basis.

All other senior executives are subject to employment agreements detailing the terms of their appointment, including roles and responsibilities, key performance indicators and remuneration.

Recommendation 1.4 – Recommendation followed

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.

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

The Company Secretary is responsible for maintaining the information systems and processes that are appropriate for the Board to fulfil its role and to achieve the objectives of the Group. The Company Secretary is also responsible for ensuring that the Board procedures are complied with and advising the Board on governance matters. The Company Secretary is available to all Directors and Committees of the Group for advice and services. Independent advisory services are retained by the Company Secretary at the request of the Board or Committees.

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Recommendation 1.5 – Recommendation not followed

A listed entity should:

- (a) have and disclose a diversity policy;
- (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and
- (c) disclose in relation to each reporting period:
 - (1) the measurable objectives set for that period to achieve gender diversity;
 - (2) the entity's progress towards achieving those objectives; and
 - (3) either:
 - (a) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or
 - (b) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.

If the entity was in the S&P/ASX 300 index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.

The Group has not yet developed or disclosed a formal diversity policy and therefore has not complied with recommendation 1.5. The Company believes this to be appropriate at this time, but notes it uses diversity as a driver for staff recruitment. The total proportion of men and women on the board, in senior positions and across the whole organisation is listed below:

Category	Men	Women
Board	4	1
Senior Management (excluding the managing director captured above)	1	-
Whole Organisation	7	1

Recommendation 1.6 & Recommendation 1.7– Recommendations followed

A listed entity should:

- a) have and disclose a process for periodically evaluating the performance of the board & senior executives, its committees and individual directors; and
- b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

The Board aims to periodically evaluate its performance and the performance of its Committees and individual directors to determine whether or not it is functioning effectively by reference to the Board Charter and current best practices. The composition of the Board and the performance of individual Directors is evaluated annually and was reviewed during the reporting period.

The Company uses a formal performance appraisal process for its senior executives. The performance of senior executives is measured against corporate objectives as well as their roles and responsibilities and key performance indicators outlined in their employment contract.

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Principle 2: Structure the board to be effective and add value

The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

Recommendation 2.1 – Recommendation followed

The board of a listed entity should:

- (a) have a nomination committee which:
 - (1) has at least three members, a majority of whom are independent directors; and
 - (2) is chaired by an independent director,
and disclose:
 - (3) the charter of the committee;
 - (4) the members of the committee; and
 - (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
- (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.

Given the size of the Board and operations of the Company, the Board has not deemed it necessary to establish a separate Nomination Committee in accordance with recommendation 2.1 of the Corporate Governance Council. However, the Board takes ultimate responsibility for these matters and continues to monitor the composition of the Board and the roles and responsibilities of its members. The Group however is conscious of ensuring succession planning for the Group is dealt with at a Board level. The Board (in conjunction with its annual review of performance) annually reviews the size, composition and diversity of the Board and the mix of existing and desired competencies across Board members. In conducting the review, the skills matrix referred to above is used to enable the Board to assess the skills and experience of each Director and the combined capabilities of the Board.

Recommendation 2.2 – Recommendation followed

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.

Board skills

The Board aims in its membership to maintain a combination of skills and experience that ensure the Board has the expertise to meet both its responsibilities to stakeholders and its strategic objectives. As part of this process, the Board is aware of the need for diversity among its Directors, both in gender and experience. The Board closely assesses diversity criteria when considering Board candidates. The Group's desired mix of skills and competence is listed below. The Board considers its current composition adequately meets these required competencies.

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Area	Competence
Leadership	Business Leadership, Public Listed Company Experience
Business and Finance	Accounting, Audit, Business Strategy, Competitive Business Analysis, Corporate Financing, Financial Literacy, Mergers and Acquisitions, Risk Management, Tax – Australia
Sustainability and Stakeholder Management	Community Relations, Corporate Governance, Health and Safety, Human Resources, Remuneration
Technical	Geology Qualifications, Exploration experience

Recommendation 2.3 – Recommendation followed

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 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.

Independence

The board is conscious of the need for independence and ensures that where a conflict of interest may arise, the relevant Director(s) leave the meeting to ensure a full and frank discussion of the matter(s) under consideration by the rest of the board. Those Directors who have interests in specific transactions or potential transactions do not receive board papers related to those transactions or potential transactions, do not participate in any part of a directors meeting which considers those transactions or potential transactions, are not involved in the decision-making process in respect of those transactions or potential transactions, and are asked not to discuss those transactions or potential transactions with other directors.

Each director is required by the Company to declare on an annual basis the details of any financial or other relevant interests that they may have in the Company.

Board composition

At the date of this statement the Board comprises of the following directors:

Mr Derek Carter, Non-Executive Director, Chairman (Appointed 17 April 2018)

Mr Simon O'Loughlin, Non-Executive Director (Appointed 24 October 2003)

Mr Donald Stephens, Non-Executive Director (Appointed 31 March 2014)

Mr Simon Taylor, Non-Executive Director (Appointed 17 January 2023)

The Board considers this to be an appropriate composition given the size and development of the Group at the present time. The names of Directors including details of their qualifications and experience are set out in the Directors and Key Personnel section of the Prospectus and the Annual Report (when available) and is also available on the Company's website.

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Recommendation 2.4 – Recommendation followed

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

The Board has determined that Mr Simon O’Loughlin, Mr Simon Taylor, Mr Donald Stephens and Mr Derek Carter are independent given they have no other material relationship with the Group other than their directorships. All of the directors of the Board are therefore independent, thus the Group has complied with Recommendation 2.4.

Recommendation 2.5 – Recommendation followed

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.

The Group’s Chairman, Mr Derek Carter is an independent director and does not fulfil the role of CEO, thus the Group has complied with Recommendation 2.5.

Recommendation 2.6 – Recommendation followed

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.

The Group has a policy for inducting all new Directors, as well as providing copies of relevant corporate policies and documentation. The Group additionally supports all Directors by allowing the reimbursement for appropriate professional development opportunities to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.

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

A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.

Recommendation 3.1 – Recommendation followed

A listed entity should articulate and disclose its values.

The Group has adopted four core values: Commitment, Respect, Integrity and Compliance which are explained below:

- **Commitment:** The Group is committed to using the best practices surrounding health and safety, the environment and the communities in which it operates.
- **Respect:** To act and communicate collaboratively with transparency, sincerity and understanding.
- **Integrity:** To act honestly and transparently and continue to make decisions in the best interest of all stakeholders.
- **Compliance:** To comply with all relevant laws & regulations required by the Group and develop suitable risk management practices.

These core values have been endorsed and approved by the Board and apply to all Directors and employees. A copy of the Core Values can be found on the Company’s website.

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Recommendation 3.2 – Recommendation followed

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.

Code of conduct

The Company has developed a Code of Conduct and Ethics (the Code) which has been fully endorsed by the board and applies to all directors and employees. The Code is regularly reviewed and updated as necessary to ensure it reflects the highest standards of behaviour and professionalism and the practices necessary to maintain confidence in the group's integrity and to take into account legal obligations and reasonable expectations of the Company's stakeholders.

In summary, the Code requires that at all times all Company personnel act with the utmost integrity, objectivity and in compliance with the letter and the spirit of the law and company policies.

Share Trading Policy

The Company has a Share Trading Policy which outlines the restrictions, closed periods and processes required when Directors, Managing Director and key management personnel trade company securities. Broadly, it restricts the purchase and sale of Company securities by Directors and employees during the following time periods:

- I. the period between the end of the March, June, September and December quarters and the release of the Company's quarterly report to ASX for so long as the Company is required by the Listing Rules to lodge quarterly reports; and
- II. 24 hours after the following events:
 - a. Any major announcements;
 - b. The release of the Company's quarterly, half yearly and annual financial results to the ASX; and
 - c. The Annual General Meeting and all other General Meetings.

Any transactions undertaken in the above-mentioned periods must be notified to the Board in advance.

The Directors are satisfied that the Group has complied with its policies on ethical standards, including trading in securities.

Recommendation 3.3 – Recommendation followed

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.

The Group has Whistleblower Policy which has been approved by the Board. The policy applies to all Directors, employees and consultants of the Group. The aim of the policy is to encourage staff to report any unlawful, unethical or irresponsible behaviour in good faith and in an environment free from victimisation so that the Board and Senior Management can effectively manage risk and cultural issues within the Group.

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The Group has in place mechanisms to facilitate the reporting of any wrongdoings and any investigation that may be undertaken. It is a requirement of this policy that the Board be advised of any material incidents reported. A copy of the Whistleblower Policy can be found on the Company's website.

Recommendation 3.4 – Recommendation followed

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.

The Group has established a policy that sets out the standards regarding anti-bribery and the prevention of corruption by all personnel of the Group. The Group strives to conduct business with integrity and endeavours to meet the highest anti-bribery and corruption standards. The policy applies to all employees, contractors, consultants and advisers of the Group, in terms of all dealings and transactions.

The policy extends to the Directors and suppliers who are also expected to conduct themselves with honesty, fairness and high ethical standards and to abide by all anti-bribery and corruption laws.

The Group has mechanisms in place to ensure that the Board is informed of any material breaches of the policy. A copy of the Anti-bribery & Corruption Policy can be found on the Company's website.

Principle 4: Safeguard the integrity in of corporate reports

A listed entity should have appropriate processes to verify the integrity of its corporate reports.

Recommendation 4.1 – Recommendation followed

The board of a listed entity should:

- (a) Have an audit committee which:
 - (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and
 - (2) is chaired by an independent director, who is not the chair of the board, and disclose:
 - (3) the charter of the committee;
 - (4) the relevant qualifications and experience of the members of the members of the committee; and
 - (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
- (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.

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Audit, Business Risk and Compliance Committee

The audit committee will consist of the following directors, all of whom are independent directors:

Mr Donald Stephens (Committee Chair)
Mr Simon O'Loughlin (Non-executive Director)
Mr Derek Carter (Non-executive Chairman)
Mr Simon Taylor (Non-Executive Director)

Details of these directors' qualifications and attendance at Audit, Business Risk and Compliance committee meetings are set out annually in the directors' report included in the Annual Report and the Prospectus.

All members of the Audit, Business Risk and Compliance committee are financially literate and have an appropriate understanding of the industries in which the group operates.

The main responsibilities of the committee are to:

- view, assess and approve the annual reports, the half-year financial report and all other financial information published by the company or released to the market;
- assist the board in reviewing the effectiveness of the organisation's internal control environment covering:
 - ⇒ effectiveness and efficiency of operations;
 - ⇒ reliability of financial reporting; and
 - ⇒ compliance with applicable laws and regulations.
- oversee the effective operation of the risk management framework;
- recommend to the board the appointment, removal and remuneration of the external auditors, and review the terms of their engagement, the scope and quality of the audit and assess performance;
- consider the independence and competence of the external auditor on an ongoing basis;
- review and approve the level of non-audit services provided by the external auditors and ensure it does not adversely impact on auditor independence;
- review and monitor related party transactions and assess their propriety; and
- report to the board on matters relevant to the committee's role and responsibilities.

In fulfilling its responsibilities, the Audit, Business Risk and Compliance committee:

- receives regular reports from management and the external auditors;
- meets with the external auditors at least twice a year, or more frequently if necessary;
- reviews any significant disagreements between the auditors and management, irrespective of whether they have been resolved;
- meets separately with the external auditors at least twice a year without the presence of management; and
- provides the external auditors with a clear line of direct communication at any time to either the Chair of the Audit Committee or the Chair of the Board. The Audit, Business Risk and Compliance committee has authority, within the scope of its responsibilities, to seek any information it requires from any employee or external party.

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External auditors

The Company and Audit, Business Risk and Compliance policy is to appoint external auditors who clearly demonstrate quality and independence. The performance of the external auditor is reviewed annually and applications for tender of external audit services are requested as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs. Grant Thornton Audit Pty Ltd ('Grant Thornton') was appointed as the external auditor at the Company's AGM in 2012. It is Grant Thornton's policy to rotate audit engagement partners on listed companies in accordance with the requirements of the Corporations Act 2001, which is generally after five years, subject to certain exceptions.

The amount of fees paid to the external auditors is provided in a note to the financial statements. It is the policy of the external auditors to provide an annual declaration of their independence to the Audit, Business Risk and Compliance committee.

The external auditor will attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

Recommendation 4.2 – Recommendation followed

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.

The Board receives regular reports on the Group's financial and operational results in conjunction with its Board meetings.

Before the adoption by the Board of the half-year and full-year financial statements, the Board received written declarations from the Chairman and the Company Secretary that the financial records of the Company have been properly maintained in accordance with section 286 of the Corporations Act, and the Company's financial statements and notes comply with accounting standards and give a true and fair view of the consolidated entity's financial position and performance for the financial period.

Recommendation 4.3 – Recommendation followed

A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

The Group's board of Directors is responsible for ensuring the integrity of any unaudited periodic corporate reports released to the market. Where a corporate report of this type is not subject to audit or review by an external auditor the Group will disclose in the report the appropriate approver of the report, the relevant expert if any expert information has been provided in the report and the applicable legislation or regulations the report has complied with.

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Principle 5: Make timely and balanced disclosure

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

Recommendation 5.1: Recommendation followed

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

The Group has written policies and procedures on information disclosure that focus on continuous disclosure of any information concerning the Group that a reasonable person would expect to have a material effect on the price of the Company's securities. These policies and procedures also include the arrangements the Company has in place to promote communication with shareholders and encourage effective participation at general meetings. A summary of these policies and procedures is available on the Company's website.

The Company Secretary has been nominated as the person responsible for communications with the Australian Securities Exchange (ASX). This role includes responsibility for ensuring compliance, in conjunction with the full Board, in relation to the continuous disclosure requirements in the ASX Listing Rules. Overseeing and co-ordinating information disclosure to the key stakeholders is delegated to the Company's Non-Executive Director and Company Secretary Mr Donald Stephens.

Recommendation 5.2: Recommendation followed

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

The Company Secretary is responsible for ensuring that a copy of all material market announcements is immediately sent to each member of the Board.

Recommendation 5.3: Recommendation followed

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.

The Group ensures any new and substantive analyst or investor presentations are released on the ASX Market Announcements Platform prior to the presentation.

Principles 6: Respect the rights of security holders

A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

Recommendation 6.1: Recommendation followed

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

All information disclosed to the ASX is posted on the Company's website as soon as it is disclosed to the ASX. The Company's website also enables users to provide feedback on company matters and includes a "Corporate Governance" landing page that discloses all relevant corporate governance information, including policies and procedures.

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Recommendation 6.2: Recommendation followed

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

The Group aims to promote effective communication to and from security holders. Shareholders of the Group can register to receive email notifications when an announcement is made by the Company to the ASX.

Recommendation 6.3: Recommendation followed

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

Shareholders are encouraged to participate at all Annual General Meetings and Extraordinary General Meetings of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material with that notice of meeting stating that all Shareholders are encouraged to participate at the meeting. The meetings shall also be conducted to allow questions and feedback to the Board and management of the Company.

Recommendation 6.4: Recommendation followed

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.

The Group ensures all resolutions are voted on by shareholders via poll. Shareholders are provided with instructions on how to vote on the resolutions via the Notice of Meeting which is made available on the website and the ASX Market Announcements Platform.

Recommendation 6.5: Recommendation followed

A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

Shareholders are encouraged to register with the Group's share register to communicate electronically. Shareholders are also encouraged to contact the Group via its website for any specific queries on the Group's operations.

Principle 7: Recognise and manage risk

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

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Recommendation 7.1: Recommendation followed

The board of a listed entity should:

- (a) have a committee or committees to oversee risk, each of which:
 - (1) has at least three members, a majority of whom are independent directors; and
 - (2) is chaired by an independent director,
and disclose:
 - (3) the charter of the committee;
 - (4) the members of the committee; and
 - (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
- (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.

The Board is responsible for ensuring that management has developed and implemented a sound system of risk management and internal control.

The Audit, Business Risk and Compliance Committee is responsible for ensuring there are adequate policies in relation to risk management, compliance and internal control systems.

They monitor the Group's risk management by overseeing management's actions in the evaluation, management, monitoring and reporting of material operational, financial, compliance and strategic risks. In providing this oversight, the committee:

- reviews group-wide objectives in the context of the management of corporate risk;
- reviews and, where necessary, approves guidelines and policies governing the identification, assessment and management of the company's exposure to risk; and
- reviews and approves the delegations of financial authorities and addresses any need to update these authorities on an annual basis.

Management is responsible for designing, implementing and reporting on the adequacy of the Group's risk management and internal control systems and has to report to the Audit, Business Risk and Compliance Committee on the effectiveness of:

- the risk management and internal control systems, and
- the Group's management of its material business risks.

Recommendation 7.2: Recommendation not followed

The board or a committee of the board should:

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

The Group has not undertaken a specific review during the year in relation to the Group's risk management framework. As noted above, it is the Board's responsibility to satisfy itself that the Group has a sound system of risk management and internal control. This is continually monitored by the Board at Directors meetings and in communication with management. The Group believes this to be appropriate given the size and nature of the Group at this time.

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Recommendation 7.3: Recommendation followed

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.

The Group does not have a separate internal audit function due to its size and nature however the Audit, Business Risk and Compliance Committee is responsible for ensuring there are adequate policies in relation to risk management, compliance and internal control systems.

Recommendation 7.4: Recommendation followed

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.

The Group's policy is to identify and manage potential or apparent business, economic, environmental and social sustainability risks (if appropriate). The Group at present has not identified specific material risk exposure in these categories. Reports are continually created by management on the efficiency and effectiveness of the Group's risk management and associated internal compliance and control procedures.

Principle 8: Remunerate fairly and responsibly

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.

Recommendation 8.1: Recommendation followed

The board of a listed entity should:

- (a) have a remuneration committee which:
 - (1) has at least three members, a majority of whom are independent directors; and
 - (2) is chaired by an independent director, and disclose:
 - (3) the charter of the committee;
 - (4) the members of the committee; and
 - (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
- (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.

The Board has not established a Remuneration Committee given the size of the Group and number of employees. It is not considered that this is required at this time. The Board therefore fulfils the duties of the committee.

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Every employee of the Group signs a formal employment contract at the time of their appointment covering a range of matters including their duties, rights, responsibilities and any entitlements on termination. The standard contract refers to a specific formal job description. The Group's human resources structure is reviewed by the Board on an on-going basis and, where necessary, is revised to accommodate the change in the Group's needs and requirements.

All executive and senior staff are subject to annual reviews, where the remuneration arrangements are reviewed and benchmarked against industry averages. The Group additionally uses the Employee Share Option Plan to provide incentives to employees, which are reviewed annually in conjunction with the available option pool. The Non-Executive Directors remuneration is set from a pool that is approved by shareholders, which presently is set at \$300,000 per annum. The Non-Executive Director fees have increased as per a resolution in the Board meeting held on 3 February 2023. Prior to this the Non-Executive director fees had not increased since the Company's prospectus in 2008. The Group has a policy of obtaining shareholder approval for any share-based remuneration (such as options) to be granted to Directors in accordance with the ASX Listing Rules.

The Board assumes responsibility for overseeing management succession planning, including the implementation of appropriate executive development programmes and ensuring adequate arrangements are in place, so that appropriate candidates are recruited for later promotion to senior positions. This includes overseeing processes in relation to meeting diversity objectives for executives and staff below board level.

Recommendation 8.2: Recommendation followed

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.

Information on directors' and executives' remuneration, including principles used to determine remuneration, is set out in the directors' report under the heading 'Remuneration report'. The Group has a policy to distinguish the remuneration of executive and senior staff from that of the non-executive directors.

Recommendation 8.3: Recommendation followed

A listed entity which has an equity-based remuneration scheme should:

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

In accordance with Group policy, participants in equity-based remuneration plans (of which the Group has one, the Employee Share Option Plan) are not permitted to enter into any transactions that would limit the economic risk of options or other unvested entitlements. Details of the Employee Share Option Plan can be found on the Group's website.