

CARAWINE RESOURCES LIMITED
ACN 611 352 348
(Company)

CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement is current as at 20 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 follows the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations 4th Edition (**Recommendations**). The Recommendations are not mandatory. However, the Recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt in lieu of the recommendation.

Due to the current size and nature of the 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.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
<i>Principle 1: Lay solid foundations for management and oversight</i>		
Recommendation 1.1 A listed entity should have and disclose a 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. A copy of the Company's Board Charter is available on the Company's website.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
<p>Recommendation 1.2</p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director; and</p> <p>(b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a Director.</p>	YES	<p>(a) The Board Charter requires that the Board must undertake appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate) before appointing a person as a Director or senior executive. A new Director was appointed on 1 May 2023 who has previously been engaged by the company as a consultant to perform company secretarial duties. Under the Nomination Committee Charter, all material information relevant to a decision on whether or not to elect or re-elect a Director must be provided to security holders in the Notice of Meeting, containing the resolution to elect or re-elect a Director.</p>
<p>Recommendation 1.3</p> <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>In addition to being set out in the Board Charter, the roles and responsibilities of the Directors are also formalised in a letter of appointment with each Director.</p> <p>The Board Charter requires that the Board ensure that the Company enters into a written agreement setting out the terms of appointment of each Director and senior executive. The Company has written agreements with each of its current Directors and senior executives.</p>
<p>Recommendation 1.4</p> <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. In accordance with the Company's Performance Evaluation Policy, the Company Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p>
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the Board or a relevant committee of the Board to set measurable objectives for achieving gender diversity</p>	PARTIALLY	<p>(a) The Company has adopted a Diversity Policy which provides a framework for the Company to establish and achieve measurable diversity objectives, including in respect of gender diversity. The Diversity Policy requires the Board to set measurable gender diversity objectives, and to assess</p>

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
<p>and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period:</p> <p>(i) the measurable objectives for achieving gender diversity set by the Board in accordance with the entity's diversity policy and its progress towards achieving them; and</p> <p>(ii) either:</p> <p>(A) the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act.</p>		<p>annually both the objectives and the Company's progress in achieving them.</p> <p>(b) The Diversity Policy is available on the Company's website.</p> <p>(c) However, the Board does not presently intend to set measurable gender diversity objectives because:</p> <p>(i) the Board does not anticipate there will be a need to appoint any new Directors or senior executives due to limited nature of the Company's existing and proposed activities and the Board's view that the existing Directors and senior executives have sufficient skill and experience to carry out the Company's plans; and</p> <p>(ii) if it becomes necessary to appoint any new Directors or senior executives, the Board considers the application of a measurable gender diversity objective requiring a specified proportion of women on the Board and in senior executive roles will, given the small size of the Company and the Board, unduly limit the Company from applying the Diversity Policy as a whole and the Company's policy of appointing based on skills and merit.</p> <p>(d) The Company does not currently have any female employees.</p>
<p>Recommendation 1.6</p> <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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>YES</p>	<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 Performance Evaluation Practices Policy, which is available on the Company's website.</p>

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		(b) A performance evaluation in respect of the 30 June 2023 financial year was completed during the reporting period.
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</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. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non-executive Director.</p> <p>The applicable processes for these evaluations can be found in the Company's Performance Evaluation Practices Policy, which is available on the Company's website.</p> <p>(b) A performance evaluation in respect of the financial year ended 30 June 2023 was completed following the end of the reporting period.</p>
<p>Principle 2: Structure the Board to add value</p>		
<p>Recommendation 2.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period 	NO	<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), with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director.</p> <p>(b) The Company does not have a Nomination Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee under the Nomination Committee Charter, including the following processes to address succession issues and to ensure the Board has the appropriate balance of skills, experience,</p>

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<p>and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.</p>		<p>independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively:</p> <p>(i) devoting time at least annually to discuss Board succession issues and reviewing the Company's Board skills matrix; and</p> <p>(ii) 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>																																				
<p>Recommendation 2.2</p> <p>A listed entity should have and disclose 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.</p>	<p>YES</p>	<p>The Board seeks a mix of skills suitable for a junior resources company. A summary of the key Board skills matrix is set out below. Further details regarding the skills and experience of each Director are included in the Directors' Report of the Company's Annual Report.</p> <table border="1" data-bbox="1176 719 2076 1264"> <thead> <tr> <th data-bbox="1176 719 1299 831">Director / Skills</th> <th data-bbox="1299 719 1487 831">Geology & Project Development</th> <th data-bbox="1487 719 1657 831">Risk & Compliance</th> <th data-bbox="1657 719 1807 831">Listed Company</th> <th data-bbox="1807 719 1921 831">Capital Markets</th> <th data-bbox="1921 719 2076 831">Finance & Accounting</th> </tr> </thead> <tbody> <tr> <td data-bbox="1176 831 1299 919">Hayden Leary¹</td> <td data-bbox="1299 831 1487 919">✓</td> <td data-bbox="1487 831 1657 919">✓</td> <td data-bbox="1657 831 1807 919"></td> <td data-bbox="1807 831 1921 919"></td> <td data-bbox="1921 831 2076 919"></td> </tr> <tr> <td data-bbox="1176 919 1299 1007">David Archer⁴</td> <td data-bbox="1299 919 1487 1007">✓</td> <td data-bbox="1487 919 1657 1007">✓</td> <td data-bbox="1657 919 1807 1007">✓</td> <td data-bbox="1807 919 1921 1007">✓</td> <td data-bbox="1921 919 2076 1007"></td> </tr> <tr> <td data-bbox="1176 1007 1299 1094">Sam Smart²</td> <td data-bbox="1299 1007 1487 1094"></td> <td data-bbox="1487 1007 1657 1094">✓</td> <td data-bbox="1657 1007 1807 1094">✓</td> <td data-bbox="1807 1007 1921 1094">✓</td> <td data-bbox="1921 1007 2076 1094"></td> </tr> <tr> <td data-bbox="1176 1094 1299 1182">David Boyd</td> <td data-bbox="1299 1094 1487 1182">✓</td> <td data-bbox="1487 1094 1657 1182">✓</td> <td data-bbox="1657 1094 1807 1182">✓</td> <td data-bbox="1807 1094 1921 1182">✓</td> <td data-bbox="1921 1094 2076 1182">✓</td> </tr> <tr> <td data-bbox="1176 1182 1299 1264">Martin Lackner³</td> <td data-bbox="1299 1182 1487 1264">✓</td> <td data-bbox="1487 1182 1657 1264">✓</td> <td data-bbox="1657 1182 1807 1264">✓</td> <td data-bbox="1807 1182 1921 1264">✓</td> <td data-bbox="1921 1182 2076 1264">✓</td> </tr> </tbody> </table> <p>Notes: 1. Appointed 10 May 2022</p>	Director / Skills	Geology & Project Development	Risk & Compliance	Listed Company	Capital Markets	Finance & Accounting	Hayden Leary ¹	✓	✓				David Archer ⁴	✓	✓	✓	✓		Sam Smart ²		✓	✓	✓		David Boyd	✓	✓	✓	✓	✓	Martin Lackner ³	✓	✓	✓	✓	✓
Director / Skills	Geology & Project Development	Risk & Compliance	Listed Company	Capital Markets	Finance & Accounting																																	
Hayden Leary ¹	✓	✓																																				
David Archer ⁴	✓	✓	✓	✓																																		
Sam Smart ²		✓	✓	✓																																		
David Boyd	✓	✓	✓	✓	✓																																	
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		2. Appointed 1 May 2023 3. Appointed 10 May 2022 4. Resigned 31 March 2023																								
<p>Recommendation 2.3 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, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (4th Edition), but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position, association 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>The Board has assessed the independence status of its directors and determined the following as at 30 June 2023:</p> <table border="1" data-bbox="1178 491 2063 895"> <thead> <tr> <th>Name</th> <th>Position</th> <th>Independent</th> <th>Length of Service</th> </tr> </thead> <tbody> <tr> <td>Hayden Leary</td> <td>Non-Executive Chairman</td> <td>No</td> <td>1.3 years</td> </tr> <tr> <td>David Archer¹</td> <td>Non-Executive Director</td> <td>Yes</td> <td>7 years</td> </tr> <tr> <td>David Boyd</td> <td>Managing Director</td> <td>No</td> <td>5.7 years</td> </tr> <tr> <td>Martin Lackner</td> <td>Non-Executive Director</td> <td>No</td> <td>1.3 years</td> </tr> <tr> <td>Sam Smart</td> <td>Non-Executive Director</td> <td>Yes</td> <td>2 months</td> </tr> </tbody> </table> <p>Notes:</p> <p>1. Ceased 31 March 2023.</p> <p>Messrs Leary and Lackner are both nominees of QGold Pty Ltd, a substantial shareholder and Ultimate Holding Company of the Company.</p> <p>Mr Smart was previously engaged as a consultant to perform company secretarial services. The Board considers that this relationship is not material or significant enough to impact the independent judgement of Mr Smart.</p>	Name	Position	Independent	Length of Service	Hayden Leary	Non-Executive Chairman	No	1.3 years	David Archer ¹	Non-Executive Director	Yes	7 years	David Boyd	Managing Director	No	5.7 years	Martin Lackner	Non-Executive Director	No	1.3 years	Sam Smart	Non-Executive Director	Yes	2 months
Name	Position	Independent	Length of Service																							
Hayden Leary	Non-Executive Chairman	No	1.3 years																							
David Archer ¹	Non-Executive Director	Yes	7 years																							
David Boyd	Managing Director	No	5.7 years																							
Martin Lackner	Non-Executive Director	No	1.3 years																							
Sam Smart	Non-Executive Director	Yes	2 months																							

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<p>Recommendation 2.4</p> <p>A majority of the Board of a listed entity should be independent Directors.</p>	NO	A majority of the Board is not independent. As disclosed against Recommendation 2.3, Mr Smart is the only Director who is considered to be independent.
<p>Recommendation 2.5</p> <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>	NO	The Chairman, Mr Hayden Leary, is not an independent Director by virtue of being a nominee of QGold Pty Ltd, a substantial shareholder of the Company.
<p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new Directors and providing appropriate professional development opportunities for continuing Directors to develop and maintain the skills and knowledge needed to perform their role as a Director effectively.</p>	YES	In accordance with the Company's Board Charter, the Nominations 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 responsibilities.
<p>Principle 3: Act ethically and responsibly</p>		
<p>Recommendation 3.1</p> <p>A listed entity should articulate and disclose its values.</p>	YES	The Company's Statement of Purpose and Values is available on the Company's website.
<p>Recommendation 3.2</p> <p>A listed entity should:</p> <p>(a) have a code of conduct for its Directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	YES	<p>(a) The Company's Code of Conduct applies to the Company's Directors, senior executives and employees.</p> <p>(b) The Company's Code of Conduct is available on the Company's website.</p>
<p>Recommendation 3.3</p> <p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p>	YES	The Company's Whistleblower Protection Policy is available on the Company's website.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
(b) ensure that the board or a committee of the board is informed of any material breaches incidents reported under that policy		
<p>Recommendation 3.4</p> <p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that policy</p>	YES	The Company's Anti-Bribery and Corruption Policy is available on the Company's website.
Principle 4: Safeguard integrity in financial reporting		
<p>Recommendation 4.1</p> <p>The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, who is not the Chair of the Board,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p>	NO	<p>(a) The Company does not have an Audit and Risk Committee. The Company's Audit and Risk Committee Charter provides for the creation of an Audit and Risk Committee, if it is considered it will benefit the Company.</p> <p>(b) The Company does not have an Audit and Risk Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter including the following processes to independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p>(i) the Board devotes time at annual Board meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors; and</p>

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
(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 financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.		(ii) all members of the Board are involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting.
<p>Recommendation 4.2</p> <p>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.</p>	PARTIALLY	<p>The Company's Audit and 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.</p> <p>The Company has obtained sign off on these terms for its half year ending 31 December 2023 and its full financial year ending 30 June 2023.</p> <p>However, the Board does not receive declarations from the CEO (or equivalent) or CFO (or equivalent) in respect of the quarterly cash flow reports prepared and lodged in compliance with Appendix 5B of the Listing Rules, as these quarterly cash flow reports are considered by the Board not to be:</p> <ul style="list-style-type: none"> (i) a financial report or interim report as defined under Australian accounting standards; and/or (ii) capable, as a standalone report, of giving a true and fair view of the financial position and performance of the Company, only its cash flows for the relevant period.
<p>Recommendation 4.3</p> <p>A listed company 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.</p>	YES	<p>The Company's Continuous Disclosure Policy discloses the Company's process to verify the integrity of any corporate report it releases to the market. The Continuous Disclosure Policy is available on the Company's website.</p>
<p>Principle 5: Make timely and balanced disclosure</p>		

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
<p>Recommendation 5.1</p> <p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	YES	The Company's Continuous Disclosure Policy is available on the Company's website.
<p>Recommendation 5.2</p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	YES	The Board receives copies of all market announcements promptly upon lodgement with the ASX Market Announcements Platform in line with the Company's Continuous Disclosure Policy, which is available on the Company's website.
<p>Recommendation 5.3</p> <p>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.</p>	YES	All substantive investor or analyst presentations are released on the ASX Market Announcements Platform ahead of the presentation, in line with the Company's Continuous Disclosure Policy.
<p>Principle 6: Respect the rights of security holders</p>		
<p>Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	YES	Information about the Company and its governance is available on the Company's website.
<p>Recommendation 6.2</p> <p>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	YES	The Company has adopted a Shareholder Communications Policy which aims to promote and facilitate effective two-way communication with investors. The Policy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website.
<p>Recommendation 6.3</p>		Shareholders are encouraged to participate at all general meetings and AGMs of the Company. In line with the Company's

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A listed entity should disclose how it facilitates and encourages participation at meetings of security holders	YES	Shareholder Communications Policy, shareholders are encouraged to submit questions to the Board either in writing prior to the meeting or to ask questions at the appropriate time during the meeting.
<p>Recommendation 6.4</p> <p>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.</p>	YES	All substantive resolutions at general meetings of the Company's security holders held during the financial year ended 30 June 2023 were decided by poll.
<p>Recommendation 6.5</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	YES	The Shareholder Communications Policy provides that security holders can register with the Company to receive communications from, and send communications to, the entity. The Company's security register also provides availability on their website for security holders to register for electronic communications. The Company's Shareholder Communications Policy is available on the Company's website.
Principle 7: Recognise and manage risk		
<p>Recommendation 7.1</p> <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"> (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, <p>and disclose:</p> <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and 	NO	<p>(a) The Company does not have an Audit and Risk Committee. The Company has an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee, if it is considered it will benefit the Company.</p> <p>A copy of the Audit and Risk Committee Charter is available on the Company's website.</p> <p>(b) The Company does not have an Audit and Risk Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter and Audit and Risk Committee Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk</p>

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<p>(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</p> <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>		<p>Committee Charter including the following processes to oversee the entity's risk management framework:</p> <p>(i) the Board devotes time at quarterly Board meetings to fulfilling the roles and responsibilities associated with overseeing risk and associated internal compliance and control procedures; and</p> <p>(i) the Board determines the Company's "risk profile" and is responsible for overseeing and approving risk management strategy and policies.</p>
<p>Recommendation 7.2</p> <p>The Board or a committee of the Board should:</p> <p>(a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose in relation to each reporting period, whether such a review has taken place.</p>	<p>YES</p>	<p>(a) The Audit and Risk Committee Charter requires that the Audit and 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. The Board reviewed the Company's risk management framework during the period ended 30 June 2023. In addition, the Board assesses material risks on an ad-hoc basis throughout the year.</p> <p>(b) The Company reviewed its risk management framework during the period ended 30 June 2023.</p>
<p>Recommendation 7.3</p> <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 risk management and internal control processes.</p>	<p>YES</p>	<p>(a) The Board has not established an internal audit function at this time. The Board as a whole oversees the effectiveness of risk management and internal control processes.</p> <p>(b) As noted above, the Company does not have an internal audit function. To evaluate and continually improve the effectiveness of the Company's risk management and internal control processes, the Board relies on the ongoing reporting and discussion of the management of material business risks as outlined in the Company's Risk Management Policy.</p>

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		The Risk Management Policy is available on the Company's website.
<p>Recommendation 7.4</p> <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	YES	<p>The Risk Management Policy requires the Board to oversee the Company's risk management systems and assist management to determine the key risks to the business, including whether the Company has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks. The Company's Risk Management Policy is available on the Company's website.</p> <p>To the extent that the Company identifies any material exposure to economic, environmental and social sustainability risks, it will disclose this information in its Annual Report.</p>
<p>Principle 8: Remunerate fairly and responsibly</p>		
<p>Recommendation 8.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, <p>and disclose:</p> <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and (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 <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the</p>	NO	<p>The Board considers the Company will not currently benefit from the establishment of a Remuneration Committee, given the size of the Company and its operations and as such the full Board undertakes the role of the Remuneration Committee.</p> <p>A copy of the Remuneration Committee Charter is available on the Company's website.</p>

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.		
<p>Recommendation 8.2</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.</p>	YES	<p>The Company discloses the remuneration policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives in its Annual Report, which is published on the Company's website, and in line with the Company's Nomination and Remuneration Charter and Continuous Disclosure Policy.</p>
<p>Recommendation 8.3</p> <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>The Company has an equity-based remuneration scheme. The Company has a policy (Restrictions on Equity-Based Remuneration 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. A summary of that policy is disclosed on the Company's website.</p>