

Corporate Governance Statement 2023

The Board of Directors of Dalaroo Metals Ltd (**Company**) is responsible for the corporate governance of the Company. The Board guides and monitors the Company's business on behalf of its shareholders. This Corporate Governance Statement is current as at 27 September 2023 and has been approved by the Board on that date.

The Company and its Board continue to be fully committed to achieving and demonstrating the highest standards of accountability and transparency in their reporting and see the continued development of the Company's corporate governance policies and practices as fundamental to the Company's successful growth.

To the extent applicable, in light of the Company's size and nature, the Board has adopted *The Corporate Governance Principles and Recommendations (Fourth Edition)* as published by ASX Corporate Governance Council (**Recommendations**). However, the Board also recognises that full adoption of the Recommendations may not be practical or provide the optimal result given the particular circumstances of the Company.

The Company's full Corporate Governance Plan together with a copy of this Corporate Governance Statement are available from the Company's website at www.dalaroometals.com.au.

Recommendation	Yes / No	Comment
Principle 1: Lay solid foundations for management and oversight		
<i>A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.</i>		
1.1 A listed entity should have and disclose a board charter setting out: <ul style="list-style-type: none"> (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. 	Yes	The Board has the following specific responsibilities: <ul style="list-style-type: none"> (a) appointment of the Chief Executive Officer / Managing Director and other senior executives and the determination of their terms and conditions including remuneration and termination; (b) driving the strategic direction of the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance;

Recommendation	Yes / No	Comment
		<ul style="list-style-type: none"> (c) reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance; (d) approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures; (e) approving and monitoring the budget and the adequacy and integrity of financial and other reporting; (f) approving the annual, half yearly and quarterly accounts; (g) approving significant changes to the organisational structure; (h) approving the issue of any shares, options, equity instruments or other securities in the Company (subject to compliance with the ASX Listing Rules if applicable); (i) ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making; (j) recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them (in accordance with the ASX Listing Rules if applicable); and (k) meeting with the external auditor, at their request, without management being present. <p>The Board delegates responsibility for the Company's day-to-day operations and administration to the Managing Director.</p> <p>The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to the Managing Director. The Managing Director is required to assess risk management and associated</p>

Recommendation	Yes / No	Comment
		internal compliance and control procedures and report back quarterly to the Board.
<p>1.2 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 in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Yes	<p>In appointing new members to the Board, consideration is given to the ability of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.</p> <p>Prior to appointing a new member to the Board or putting forward a candidate to shareholders for election as a director, the Board undertakes appropriate checks including making enquiries of any:</p> <p>(a) criminal history;</p> <p>(b) history of fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty; and</p> <p>(c) history of personal bankruptcy or any involvement in companies that have gone into administration due to insolvency,</p> <p>and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>
<p>1.3 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 Board's charter requires that each Board member and each senior executive must enter into a written agreement with the Company setting out the terms of their appointment.</p>
<p>1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	Yes	<p>The Company Secretary is to provide advice to the Board on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and applicable other laws.</p>

Recommendation	Yes / No	Comment
		When requested by the Board, the Company Secretary will facilitate the flow of information to the Board, between the Board and its Committees and between senior executives and non-executive Directors.
<p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> (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: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity’s progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> 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 B. if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender 	Yes	<p>The Company’s diversity policy provides a framework for the Company to achieve:</p> <ul style="list-style-type: none"> (a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals; (b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff; (c) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and (d) awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity, (collectively, the Objectives). <p>The Board is responsible for developing measurable objectives and strategies to meet the Objectives of the diversity policy (Measurable Objectives) and monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below. The Board may also set Measurable Objectives for achieving gender diversity and monitor their achievement.</p> <p>The Board will conduct all Board appointment processes in a manner that promotes diversity, including establishing a structured approach for identifying a pool of candidates, using external experts where necessary.</p>

Recommendation	Yes / No	Comment
<p>Equality Indicators”, as defined in and published under that Act.</p>		<p>The Company's diversity strategies include:</p> <ul style="list-style-type: none"> (a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board; (b) reviewing succession plans to ensure an appropriate focus on diversity; (c) identifying specific factors to take account of in recruitment and selection processes to encourage diversity; (d) developing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including, workplace development programs, mentoring programs and targeted training and development; (e) developing a culture which takes account of domestic responsibilities of employees; and (f) any other strategies the Board develops from time to time. <p>The Company has not formally established measurable objectives for achieving diversity given the current stage of its operations and number of employees.</p> <p>The Company has however adopted a Diversity Policy which outlines the Company’s objectives in the provision of equal opportunities in respect of employment and employment conditions. The Diversity Policy is available on the Company’s website. The Company will review the requirement to set and report on measurable objectives for achieving gender diversity as the Company’s operations and employee numbers grow.</p>

Recommendation	Yes / No	Comment
<p>1.6 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>	No	<p>At this point in time, the Company does not have formal process for the evaluation of the performance of the Board. The Company is a junior resources company and the Board believes that a formal performance evaluation is not required at this point in time and that no efficiencies or other benefits would be gained from a formal performance evaluation. The Chairman is responsible for evaluating the Board and informal discussions are undertaken during the course of the year. As the Company grows and develops, it will continue to consider the efficiencies and merits of a more formal performance evaluation of the Board, its committees and individual directors.</p>
<p>1.7 A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>The Board has established a nomination and remuneration committee which was responsible for the performance evaluation of the executive team. This evaluation was based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel. The Board will disclose, in relation to each reporting period, whether a performance evaluation of the senior executive team was undertaken.</p>
<p>Principle 2: Structure the Board to be effective and add value</p> <p><i>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.</i></p>		
<p>2.1 The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p>	Yes	<p>The Board has established a separate nomination and remuneration committee. Matters determined by the committee are submitted to the full Board as recommendations for Board consideration.</p>

Recommendation	Yes / No	Comment
<p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>		<p>Membership of the nomination and remuneration committee comprises two non-executive directors, Mr Quinlivan (chairman) and Mr Beek. Details of the qualifications of committee members are set out in the Directors' Report section of the 2023 Annual Report.</p> <p>The nomination and remuneration committee operates in accordance with a written charter and is responsible for recommending the appointment of the Managing Director and other senior executives and the determination of their terms and conditions including remuneration and termination.</p> <p>The nomination and remuneration committee meets regularly to review the composition of the Board to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.</p>
<p>2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	No	<p>The composition of the Board is reviewed regularly to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.</p> <p>As the Company grows in size, it is planned the nomination and remuneration committee will develop, maintain and disclose a board skills matrix.</p>

Recommendation	Yes / No	Comment
<p>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 Recommendations 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 assessed the independence status of its directors and has determined that Mr David Quinlivan qualifies as an independent director.</p> <p>Each of the directors have served as directors since the date of the Company's incorporation, 5 March 2021.</p> <p>The Board's charter provides that where practical, the majority of the Board is comprised of non-executive Directors and that, where practical, at least 50% of the Board will be independent. An independent Director is one who is independent of management and free from any business or other relationship, which could, or could reasonably be perceived to materially interfere with, the exercise of independent judgement.</p> <p>The Board will continue to assess the Company's needs as it grows in size and if appropriate, appoint additional non-executive and independent directors.</p>
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	No	<p>Currently, independent directors do not form a majority of the Board as two of the Directors are considered to not be independent directors. The Board will continue to assess the Company's needs as it grows in size and if appropriate, appoint additional non-executive and independent directors.</p>
<p>2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	Yes	<p>Mr David Quinlivan is the Chair of the Company and is an independent director.</p>
<p>2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and</p>	Yes	<p>Under the Board's charter, the Company Secretary is to facilitate the induction of new Directors. The Company's strategies to achieve the necessary blend of skills and diversity amongst Board members include</p>

Recommendation	Yes / No	Comment
maintain the skills and knowledge needed to perform their role as directors effectively.		workplace development programs, mentoring programs and targeted training and development.
<p>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</p> <p><i>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</i></p>		
3.1 A listed entity should articulate and disclose its values.	Yes	The Company has disclosed a formalised statement of values that has been placed on the Company's website.
<p>3.2 A listed entity should:</p> <p>(a) have 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>The Company's Code of Conduct provides a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees.</p> <p>Managers and supervisors are responsible and accountable for:</p> <p>(a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;</p> <p>(b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and</p> <p>(c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct.</p> <p>All employees are responsible for:</p> <p>(a) undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;</p>

Recommendation	Yes / No	Comment
		<ul style="list-style-type: none"> (b) reporting suspected corrupt conduct; and (c) reporting any departure from the Code of Conduct by themselves or others. <p>The Code of Conduct governs a variety of employment conduct, including:</p> <ul style="list-style-type: none"> (a) personal and professional behaviour; (b) conflicts of interest; (c) public and media comment; (d) use of Company resources; (e) security of information; (f) intellectual property/copyright; (g) discrimination and harassment; (h) corrupt conduct; (i) occupational health and safety; (j) compliance with legislation; (k) fair dealing; (l) responsibilities to investors; (m) breaches of the Code of Conduct; and (n) reporting matters of concern.
<p>3.3 A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a whistleblower policy; and 	Yes	The Company's Whistleblower Policy provides a framework for creating and maintaining a culture of proper conduct and fair and honest dealing in

Recommendation	Yes / No	Comment
(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.		its business activities. The document is available on the Company's website.
<p>3.4 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 provides a framework for ensuring that the Company, its Directors and staff are acting professionally, fairly and with integrity in all business dealings. The Company has a zero tolerance to bribery and corruption. The document is available on the Company's website.
<p>Principle 4: Safeguard integrity in corporate reports</p> <p><i>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</i></p>		
<p>4.1 The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p>	Yes	<p>The Board has established a separate audit and risk committee. Matters determined by the committee are submitted to the full Board as recommendations for Board consideration.</p> <p>Membership of the audit and risk committee comprises two non-executive directors, Mr Beeck (chairman) and Mr Quinlivan. Details of the qualifications of committee members and attendance at audit committee meetings are set out in the Directors' Report section of the 2023 Annual Report.</p> <p>The audit and risk committee operates in accordance with a written charter. The audit and risk committee oversees accounting and reporting practices and is also responsible for:</p> <ul style="list-style-type: none"> reviewing statutory financial reports and all other financial information distributed externally;

Recommendation	Yes / No	Comment
<p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>		<ul style="list-style-type: none"> • co-ordination and appraisal of the quality of the audits conducted by the external auditor; • determination of the independence and effectiveness of the external auditor and assessment of whether non-audit services have the potential to impair auditor independence; • reviewing the adequacy of the reporting and accounting controls of the Company; and • establishing procedures for verifying the integrity of any periodic reports which are released to the market and which have not been audited or reviewed by an external auditor.
<p>4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>Yes</p>	<p>The MD and CFO provide a declaration to the Board that the Company's external financial reports present a true and fair view of the Company's financial condition and operational results and the declaration in relation to the integrity of the Company's external financial reports is founded on sound risk management and internal control systems and that those systems are operating effectively in relation to financial reporting risks.</p> <p>Suitable procedures for the efficient and effective verification of the integrity of any unaudited periodic corporate reports released by the Company are currently being evaluated and developed.</p>
<p>4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to</p>	<p>Yes</p>	<p>All periodic reports that are not audited or reviewed by an external auditor are reviewed and approved by the Board before being released to the market via the ASX announcements platform.</p>

Recommendation	Yes / No	Comment
the market that is not audited or reviewed by an external auditor.		
<p>Principle 5: Make timely and balanced disclosure</p> <p><i>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.</i></p>		
<p>5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p>Yes</p>	<p>The Company has in place a written policy on information disclosure and relevant procedures.</p> <p>The focus of these procedures is on continuous disclosure compliance and improving access to information for investors.</p> <p>The Company Secretary is responsible for:</p> <ul style="list-style-type: none"> (a) overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders; and (b) providing guidance to Directors and employees on disclosure requirements and procedures. <p>Price sensitive information is publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants is also managed through disclosure to the ASX.</p> <p>Information is posted on the Company’s website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.</p>

Recommendation	Yes / No	Comment
5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Company Secretary is responsible for circulating the final market announcement to all directors promptly after its release is confirmed by ASX.
5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	The Company will release all new and substantive investor or analyst presentations to the ASX announcements platform ahead of any presentation.
Principle 6: Respect the rights of security holders		
<i>A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.</i>		
6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company's full corporate governance practices and policies are set out on the Company's website at: www.dalaroometals.com.au
6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	<p>The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs and to facilitate two-way communication with investors.</p> <p>Information is communicated to shareholders through a range of measures, including:</p> <ul style="list-style-type: none"> (a) the Annual Report delivered by post and which is also placed on the Company's website; (b) the half yearly report which is placed on the Company's website; (c) the quarterly reports which are placed on the Company's website;

Recommendation	Yes / No	Comment
		<ul style="list-style-type: none"> (d) disclosures and announcements made to the ASX copies of which are placed on the Company's website; (e) notices and explanatory memoranda of Annual General Meetings (AGM) and General Meetings (GM) copies of which are placed on the Company's website; (f) the Managing Director's address made at the AGMs and the GMs, copies of which are placed on the Company's website; (g) the Company's website on which the Company posts all announcements which it makes to the ASX; (h) the auditor's lead engagement partner being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report; and (i) all investor updates, group presentations and relevant industry conferences.
<p>6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	<p>Yes</p>	<p>Shareholders are encouraged to attend and participate in general meetings. Accordingly, meetings are held during normal business hours and at a location considered to be most convenient for the greatest possible number of shareholders to attend.</p> <p>However, due to the size and nature of the Company, the Board does not consider a policy outlining the policies and processes that it has in place to facilitate and encourage participating at meetings of shareholders to be appropriate at this stage.</p>

Recommendation	Yes / No	Comment
6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Company will ensure that all substantive resolutions put to security holders at a meeting of security holders are voted on by poll rather than a show of hands.
6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company will give all security holders the option to receive communications from, and send communications to, the Company and its security registry electronically.

Principle 7: Recognise and manage risk

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

7.1 The board of a listed entity should:	Yes	The Board has established a separate audit and risk committee. Matters determined by the committee are submitted to the full Board as recommendations for Board consideration.
(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		Membership of the audit and risk committee comprises two non-executive directors, Mr Beeck (chairman) and Mr Quinlivan. Details of the qualifications of committee members and attendance at audit committee meetings are set out in the Directors' Report section of the 2022 Annual Report.
(2) is chaired by an independent director, and disclose:		
(3) the charter of the committee;		The audit and risk committee operates in accordance with a written charter. The audit and risk committee determines the Company's "risk profile" and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control.
(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		The audit and risk committee is ultimately responsible for undertaking and assessing risk management and internal control effectiveness.

Recommendation	Yes / No	Comment
<p>attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>		
<p>7.2 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>The audit and risk committee reviews assessments of the effectiveness of risk management and internal compliance and control on an annual basis. Any new material risks identified, or material changes to existing risks are added to the risk register and promptly reported to the Board.</p>
<p>7.3 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>	No	<p>The Company does not have an internal audit function.</p> <p>The audit and risk management committee oversees the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.</p> <p>The Board reviews the efficiency and effectiveness of risk management and associated internal compliance and control procedures.</p> <p>When the Company and the Board is of a sufficient size and nature, it will establish and delegate to an Audit and Risk Committee responsible for implementing the Company's risk management system.</p>

Recommendation	Yes / No	Comment
7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	The audit and risk committee determines the Company's risk profile and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control. The Company identifies and manages material exposures to economic, environmental and social sustainability risks in a manner consistent with its risk management policy. Further details of the material risks faced by the Company will be included in the directors' report of the Company's Annual Report.

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.

8.1 The board of a listed entity should:	Yes	<p>The Board has established a separate nomination and remuneration committee. Matters determined by the committee are submitted to the full Board as recommendations for Board consideration.</p> <p>Membership of the nomination and remuneration committee comprises two non-executive directors, Mr Quinlivan (chairman) and Mr Beek. Details of the qualifications of committee members are set out in the Directors' Report section of the 2023 Annual Report.</p> <p>The nomination and remuneration committee operates in accordance with a written charter and is responsible for the determination of the remuneration of directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p> <p>Where considered necessary, the nomination and remuneration committee may engage a remuneration consultant to assist with setting and reviewing the Company's executive and non-executive remuneration policies to</p>
(a) have a remuneration committee which: <ol style="list-style-type: none"> <li data-bbox="376 922 965 991">(1) has at least three members, a majority of whom are independent directors; and <li data-bbox="376 1018 920 1045">(2) is chaired by an independent director, and disclose: <ol style="list-style-type: none"> <li data-bbox="376 1126 824 1153">(3) the charter of the committee; <li data-bbox="376 1181 904 1208">(4) the members of the committee; and <li data-bbox="376 1235 965 1342">(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual 		

Recommendation	Yes / No	Comment
<p>attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>		<p>ensure the Company attracts and retains executives and Directors who will create value for shareholders.</p>
<p>8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>Yes</p>	<p>The Company discloses details in its Annual Report and any prospectus of remuneration paid to executive and non-executive directors. The maximum aggregate annual remuneration payable to non-executive directors is set by shareholders in general meeting in accordance with the Company's constitution. The maximum aggregate annual remuneration payable to non-executive directors is currently set at \$300,000.</p>
<p>8.3 A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>Yes</p>	<p>The Company adopted a revised version of the Employee Securities Incentive Scheme at the 2022 AGM. Performance Rights were issued to directors under the Scheme, after seeking approval from shareholders at the 2022 AGM. Where the Company grants securities under the scheme participants are prohibited from entering into arrangements for the hedging, or otherwise limiting their exposure to risk in relation to unvested shares, options or rights issued or acquired under the scheme.</p>