



ACN 089 221 634  
(Company)

## CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement is current as at 30 September 2024 and has been approved by the Board of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company during the financial year ended 30 June 2024, followed 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 have not been followed for any part of the reporting period have been identified and reasons provided for not following them along with what (if any) alternative governance practices were adopted in lieu of the recommendation during that period.

The Company has adopted a Corporate Governance Plan which provides the written terms of reference for the Company's corporate governance duties.

The Company's Corporate Governance Plan is available on the Company's website at [www.braziliancriticalminerals.com/company/corporate-governance](http://www.braziliancriticalminerals.com/company/corporate-governance)

Recommendations (4 <sup>th</sup> Edition)	Comply	Explanation
<b>Principle 1 – Lay solid foundations for management and oversight</b>		
<p><b>Recommendation 1.1</b></p> <p>(a) A listed entity should have and disclose a board charter which sets out the respective roles and responsibilities of the Board, the Chair and management, and includes a description of those matters expressly reserved for the Board and those delegated to management.</p>	YES	<p>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.</p> <p>The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Director's access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy,</p> <p>A copy of the Company's Board Charter, which is part of the Company's Corporate Governance Plan, is available on the Company's website.</p>
<p><b>Recommendation 1.2</b></p> <p>A Listed entity should:</p> <p>(a) Undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a Director; and</p> <p>(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>(a) The Company has guidelines for the appointment and selection of the Board and senior executives in its Corporate Governance Plan. The Company's Nomination Committee Charter (in the Company's Corporate Governance Plan) requires the Nomination Committee (or, in its absence, the Board) to ensure appropriate checks (including check in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person, or putting forward to security holders a candidate for election, as a Director. In the event of an unsatisfactory check, a proposed Director will not be appointed.</p> <p>(b) 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</p>

		Notice of Meeting containing the resolution to elect or re-elect a Director.
<p><b>Recommendation 1.3</b> A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.</p>	YES	<p>The Company's Nomination Committee Charter requires the Nomination Committee (or, in its absence, the Board) to ensure that each Director and senior executive is personally a party to a written agreement with the Company which sets out the terms of their appointment.</p> <p>The Company also has written agreements with each consultant engaged by the Company and the nominated person to whom responsibilities of the consultant and the nominated person are delegated.</p>
<p><b>Recommendation 1.4</b> 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 this, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p>

<p><b>Recommendation 1.5</b> A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) Have and disclose a diversity policy;</li> <li>(b) Through its board or a committee of the board set measurable objective for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</li> <li>(c) Disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(i) In measurable objectives set for that period to achieve gender diversity;</li> <li>(ii) The entity's progress toward achieving those objectives; and</li> <li>(iii) Either: <ul style="list-style-type: none"> <li>(A) The respective proportions of men and women on the Board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</li> <li>(B) If the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act.</li> </ul> </li> </ul> </li> </ul> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender</p>	<p>PARTIALLY</p>	<ul style="list-style-type: none"> <li>(a) The Company has adopted a Diversity Policy which provides a framework for the Company to establish, achieve and measure diversity objectives, including in respect of gender diversity. The Diversity Policy is available, as part of the Corporate Governance Plan, on the Company's website.</li> <li>(b) The Diversity Policy allows the Board to set measurable gender diversity objectives, if considered appropriate, and to continually monitor both the objectives if any have been set and the Company's progress in achieving them.</li> <li>(c) The Board does not presently intend to set measurable gender diversity objectives for the past financial year, because, <ul style="list-style-type: none"> <li>(i) The Board does not anticipate there will be a need to appoint any new Directors or senior executives due to the limited nature of the Company's existing and proposed activities and the Board's view that existing Directors and senior executives have sufficient skill and experience to carry out the Company's plans; and</li> <li>(ii) If it becomes necessary to appoint any new Directors or senior executives, the Board will consider the application of the measurable diversity objective and determine whether, given the small size of the Company and the Board, requiring specified objectives to be met, will unduly limit the Company and apply the Diversity Policy as a whole and the Company's policy of appointing the best person for the job; and</li> <li>(iii) 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) for the past financial year is disclosed as follows: <p style="margin-left: 40px;">Board members: 66% men; 33% women</p> </li> </ul> </li> </ul>
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diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specific period.

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<p><b>Recommendation 1.6</b> 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>	<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 set out in the Company's Corporate Governance Plan, which is available on the Company's website.</p> <p>(b) The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company completed a performance evaluation in respect of the Board during the financial year in accordance with the applicable process.</p>
<p><b>Recommendation 1.7</b> 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>	<p>PARTIALLY</p>	<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 defines in the Corporations Act) other than a non-executive Director.</p> <p>The application process for these evaluations can be found in the Company's Corporate Governance Plan, which is available on the Company's website.</p> <p>(b) The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company has not completed performance evaluations in respect of the senior executives for the past financial year.</p>

<b>Principle 2 – Structure of the Board to be effective and add value</b>		
<p><b>Recommendation 2.1</b> The Board of a listed entity should:</p> <p>(a) Have a nomination committee which:</p> <ul style="list-style-type: none"> <li>(i) Has at least three members, a majority of whom are independent Directors; and</li> <li>(ii) Is chaired by an independent Director, and disclose</li> <li>(iii) The charter of the committee;</li> <li>(iv) The members of the committee; and</li> <li>(v) As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> <p>(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>	No	<p>The Company's Nomination Committee Charter requires the Nomination Committee to comprise at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director.</p> <p>Due to the size of the Board, the Company does not have a separate nomination committee. The roles and responsibilities of a nomination committee are currently undertaken by the full Board.</p> <p>Andrew Reid is not considered independent as he holds the position of Managing Director.</p> <p>Abby Smith and Jeremy Robinson are deemed independent.</p> <p>The Nomination Committee charter is available of the Company's website.</p>
<p><b>Recommendation 2.2</b> A listed entity should have and disclose the Board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.</p>	YES	<p>Under the Nomination Committee Charter (in the Company's Corporate Governance Plan), the Nomination Committee (or, in its absence, the Board) is required to prepare a Board skills matrix setting out the mix of skills that the Board currently has (or is looking to achieve) and to review this at least annually against the Company's Board skills matrix to ensure the appropriate mix of skills to discharge its obligations effectively and to</p>

		<p>add value and to ensure the Board has the ability to deal with new and emerging business and governance issues.</p> <p>The Company has adopted 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>The Board Charter requires the disclosure of each Board member's qualifications and expertise. Full details as to each Director and senior executive's relevant skills and experience are available in the Company's Annual Report.</p>
<p><b>Recommendation 2.3</b> 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 of relationship of type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendations (4<sup>th</sup> Edition), but the Board is of the opinion that does not compromise the independence of the Director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and</p> <p>(c) The length of service of each Director</p>	<p>YES</p>	<p>(a) The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent. The Board considers the following Directors are independent:</p> <ul style="list-style-type: none"> <li>- Jeremy Robinson</li> <li>- Abby Smith</li> </ul> <p>(b) The Company will disclose in its Annual Report and the Company's website any instances where this applies and an explanation of the Board's opinion why the relevant Director is still considered to be independent.</p> <p>(c) The Company's Annual Report discloses the length of the service of each Director, as at the end of each financial year.</p>
<p><b>Recommendation 2.4</b> A majority of the Board of a listed entity should be independent Directors.</p>	<p>YES</p>	<p>The Company's Board Charter requires that, where practical, the majority of the Board should be independent.</p> <p>The Board currently comprises of three (3) Directors, of whom two (2) are considered to be independent.</p>



<p><b>Recommendation 2.5</b> 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>	<p>YES</p>	<p>The Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the Managing Director.</p> <p>Mr Jeremy Robinson is the Chairman and independent and not the Managing Director of the Company, which is held by Andrew Reid.</p>
<p><b>Recommendation 2.6</b> A listed entity should have a program for inducting new Directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as Directors effectively.</p>	<p>YES</p>	<p>In accordance with 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. The Company Secretary is responsible for facilitating inductions and professional development including receiving briefings on material developments in laws, regulations and in accounting standards relevant to the Company.</p>
<p><b>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</b></p>		
<p><b>Recommendation 3.1</b> A listed entity should articulate and disclose its values</p>	<p>YES</p>	<p>(a) The Company and its subsidiary companies are committed to conducting all of its business activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules and regulations. The Board, management and employees are dedicated to high ethical standards and recognise the support of the Company's commitment to compliance with these standards.</p> <p>(b) The Company's values are set out in its Code of Conduct (which forms part of the Corporate Governance Plan) and are available on the Company's website. All employees are given appropriate training on the Company's values and senior executives will continually reference such values.</p>
<p><b>Recommendation 3.2</b> A listed entity should:</p>	<p>YES</p>	<p>(a) The Company's Corporate Code of Conduct applies to the Company's Directors, senior executives and employees.</p>

<p>(a) Have and disclose a code of conduct for its Directors, senior executives and employees; and</p> <p>(b) Ensure that the Board or a committee of the Board is informed of any material breaches of that code.</p>		<p>(b) The Company's Corporate Code of Conduct (which forms part of the Company's Corporate Governance Plan) is available on the Company's website. Any material breaches of the Code of Conduct are reported to the Board or a committee of the Board.</p>
<p><b>Recommendation 3.3</b> A listed entity should:</p> <p>(a) Have and disclose a whistleblower policy; and</p> <p>(b) Ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.</p>	<p>YES</p>	<p>The Company's Whistleblower Protection Policy (which forms part of the Corporate Governance Plan) is available on the Company's website. Any material breaches of the Whistleblower Protection Policy are to be reported to the Board or a committee of the Board.</p>
<p><b>Recommendation 3.4</b> 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 committee of the Board is informed of any material breaches of that policy.</p>	<p>YES</p>	<p>The Company's Anti-Bribery and Anti-Corruption Policy (which forms part of the Corporate Governance Plan) is available on the Company's website. Any material breaches of the Anti-Bribery and Anti-Corruption Policy are to be reported to the Board or a committee of the Board.</p>
<p><b>Principle 4 – Safeguard the integrity of corporate reports</b></p>		
<p><b>Recommendation 4.1</b> 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, and disclose:</p> <p>(iii) The charter of the committee;</p>	<p>No</p>	<p>The Company's Audit and Risk Committee Charter requires the Committee to comprise at least three members, all of whom must be non-executive Directors, and majority of the Committee must be independent Directors. The Committee must be chaired by an independent Director who is not the Chair.</p> <p>Due to the size of the board, the Company does not have an Audit Committee. This function is currently performed by the board. Abby Smith and Jeremy Robinson are regarded as independent Non-Executive Directors.</p> <p>The Audit and Risk Committee charter is available on the Company's website. The relevant qualifications and experience of the members of</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> <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>		<p>the committee are included in the Company's Annual Report. During the year, the Audit and Risk committee met twice and all members attended.</p>
<p><b>Recommendation 4.2</b></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>	<p>YES</p>	<p>The Company's Audit and Risk Committee Charter requires the CEO and CFO (or, if non, the person(s) fulfilling those functions) to provide a sign off on these terms.</p> <p>The Company has obtained a sign off on these terms for each of its financial statements in the past financial year.</p>

<p><b>Recommendation 4.3</b> A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p>YES</p>	<p>The Company will include each of its (to the extent that the information contained in the following is not audited or reviewed by an external auditor):</p> <ul style="list-style-type: none"> <li>(a) Annual reports or on its website, a description of the process it undertook to verify the integrity of the information in its annual director's report;</li> <li>(b) Quarterly reports, or in its annual report or on its website, a description of the process it undertook to verify the integrity of the information in its quarterly reports;</li> <li>(c) Integrated reports, or in its annual report (if that is a separate document to its integrated report) or on its website, a description of the process it undertook to verify the integrity of the information in its integrated reports; and</li> <li>(d) Periodic corporate reports or in its annual report or on its website, a description of the process it undertook to verify the integrity of the information in these reports.</li> </ul>
<p><b>Principle 5 – Make timely and balanced disclosure</b></p>		
<p><b>Recommendation 5.1</b> A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p>YES</p>	<ul style="list-style-type: none"> <li>(a) The Company's Corporate Governance Plan details the Company's Continuous Disclosure Policy.</li> <li>(b) The Corporate Governance Plan, which incorporates the Continuous Disclosure Policy, is available on the Company's website.</li> </ul>
<p><b>Recommendation 5.2</b> A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>YES</p>	<p>Under the Company's Continuous Disclosure Policy (which forms part of the Corporate Governance Plan), all members of the Board receive material market announcements for approval prior to them being made to the market.</p>

<p><b>Recommendation 5.3</b> A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</p>	<p>YES</p>	<p>All substantive investor or analyst presentations have been released on the ASX Markets Announcement Platform ahead of such presentations.</p>
<p><b>Principle 6 – Respect the rights of security holders</b></p>		
<p><b>Recommendation 6.1</b> A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>YES</p>	<p>Information about the Company and its governance is available in the Corporate Governance Plan which can be found on the Company's website.</p>
<p><b>Recommendation 6.2</b> A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p>YES</p>	<p>The Company has adopted a Shareholder Communications Strategy which aims to promote and facilitate effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website as part of the Company's Corporate Governance Plan.</p>
<p><b>Recommendation 6.3</b> A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>YES</p>	<p>Shareholders are encouraged to participate at all general meetings and AGM's of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall sent out material stating that all Shareholders are encourages to participate at the meeting.</p>
<p><b>Recommendation 6.4</b> A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than a show of hands.</p>	<p>YES</p>	<p>All substantive resolutions at securityholder meetings have been decided by a poll rather than a show of hands.</p>

<p><b>Recommendation 6.5</b> A listed entity should give security holders the option to receive communications form, and send communications to, the entity and its security registry electronically.</p>	<p>YES</p>	<p>The Shareholder Communication Strategy provides that security holders can register with the Company to receive email notifications and when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.</p> <p>Shareholders queries should be referred to the Company Secretary at the first instance.</p>
<p><b>Principle 7 – Recognise and manage risk</b></p>		
<p><b>Recommendation 7.1</b> The Board of a listed entity should:</p> <ul style="list-style-type: none"> <li>(a) Have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> <li>(i) Has at least three members, a majority of whom are independent Directors; and</li> <li>(ii) Is chaired by an independent Director, and disclose: <ul style="list-style-type: none"> <li>(iii) The charter of the committee;</li> <li>(iv) The members of the committee; and</li> <li>(v) As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> </li> </ul> </li> <li>(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.</li> </ul>	<p>YES</p>	<p>The Company's Audit and Risk Committee Charter requires the Committee to comprise at least three members, all of whom must be non-executive Directors, and majority of the Committee must be independent Directors. The Committee must be chaired by an independent Director who is not the Chair.</p> <p>Due to the size of the board, the Company does not have an Audit Committee. This function is currently performed by the board.</p> <p>Abby Smith and Jeremy Robinson are regarded as independent Non-Executive Directors.</p> <p>The Audit and Risk Committee charter is available on the Company's website. The relevant qualifications and experience of the members of the committee are included in the Company's Annual Report. During the year, the Audit and Risk committee met twice and all members attended.</p>

<p><b>Recommendation 7.2</b> The Board or a committee of the Board should:</p> <ul style="list-style-type: none"> <li>(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</li> <li>(b) Disclose in relation to each reporting period, whether such a review has taken place.</li> </ul>	<p>YES</p>	<ul style="list-style-type: none"> <li>(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 and that the Company is operating with due regard to the risk appetite set by the Board.</li> <li>(b) The Company's Corporate Governance Plan requires the Company to disclose at least annually whether such a review of the Company's risk management framework has taken place. The Company has undertaken a review on the risk management framework in the past financial year.</li> </ul>
<p><b>Recommendation 7.3</b> A listed entity should disclose:</p> <ul style="list-style-type: none"> <li>(a) If it has an internal audit function, how the function is structured and what role it performs or</li> <li>(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.</li> </ul>	<p>PARTIALLY</p>	<ul style="list-style-type: none"> <li>(a) Due to the size and nature of the existing Board and the magnitude of the Company's operations, the Company does not currently have an internal audit function.</li> <li>(b) The Audit and Risk Committee Charter provides for the Audit and Risk Committee to monitor and periodically review the need for an internal audit function, as well as assessing the performance and objectivity of any internal audit procedures that may be in place. The Board also increases its review of monthly cash payments as an additional oversight of management.</li> </ul>
<p><b>Recommendation 7.4</b> 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 risk.</p>	<p>YES</p>	<p>The Audit and Risk Committee Charter requires the Audit and Risk Committee (or, in its absence, the Board) to assist management to determine whether the Company has any potential or apparent exposure to environmental or social risks and, if it does, put in place management systems, practices and procedures to manage those risks.</p> <p>Where the Company does have material exposure to environmental or social risks, these are reported to the Board for determination of risk levels, and where appropriate benchmark the Company's environmental or social risk profile against its peers.</p>

		The Company has disclosed this information in its Annual Report and as an ASX Announcement in compliance with its continuous disclosure obligations.
<b>Principle 8 – Remunerate fairly and responsibly</b>		
<p><b>Recommendation 8.1</b> The Board of a listed entity should:</p> <p>(a) Have a remuneration committee which"</p> <p>(i) Has sat least three members, a majority of whom are independent Directors; and</p> <p>(ii) Is chaired by an independent Director, and disclose:</p> <p>(iii) The charter of the committee;</p> <p>(iv) The members of the committee; and</p> <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 those 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>	YES	<p>The Company's Remuneration Committee Charter requires the Remuneration Committee to comprise at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director.</p> <p>Due to the size of the board, the Company does not have a remuneration Committee. This function is currently performed by the board.</p> <p>Abby Smith and Jeremy Robinson are regarded as independent Non-Executive Directors.</p> <p>The Remuneration Committee Charter is available on the Company's website. During the year, the Remuneration Committee met twice and all members attended.</p>
<p><b>Recommendation 8.2</b> A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the</p>	YES	The Company's Corporate Governance Plan requires the Board to disclose its policies and practices regarding the remuneration of Directors and senior executive, which is disclosed in the remuneration



remuneration of executive Directors and other senior executives.		report contained in the Company's Annual Report as well as being disclosed on the Company's website.
<p><b>Recommendation 8.3</b> A listed entity which has 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>	PARTIALLY	<p>(a) The Company has an equity-based remuneration scheme. Given the current size of the Company, the Company does not 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.</p> <p>(b) A copy of the Remuneration Committee Charter is contained in the Company's Corporate Governance Plan which is available on the Company's Website.</p>
<b>Additional recommendation that apply only in certain cases</b>		
<p><b>Recommendation 9.1</b> A listed entity with a director who does not speak the language in which board or security holder meetings are held or in key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.</p>		Not applicable.
<p><b>Recommendation 9.2</b> A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>		Not applicable.

**Recommendation 9.3**

A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

Not applicable.