



# 2023 CORPORATE GOVERNANCE STATEMENT

# Corporate Governance Statement

The Board of directors of AuTECO Minerals Ltd (“AuTECO” or “the Company”) is responsible for the corporate governance framework of the Company. The Board has considered and reports against the Corporate Governance Principles and Recommendations (4th Edition) as published by the ASX Corporate Governance Council (“ASX Corporate Governance Principles”) on 27 February 2019.

The ASX Corporate Governance Principles articulate eight core principles of good corporate governance and for each of those principles, recommendations as to their implementation. Adoption of the recommendations is not compulsory, however under the ASX Listing Rules a listed entity is required to provide an annual statement disclosing the extent to which it has adopted the recommendations for the reporting period and, if applicable, the reasons for not following any recommendation.

The Company’s key corporate governance policies and procedures are available on the Company’s website (<https://www.AuTECOminerals.com.au/corporate/corporate-governance/>) and should be read in conjunction with the directors’ report and the remuneration report contained in the Company’s annual report. The information in this corporate governance statement is current and has been approved by the Board on 29 September 2023.

## Principle 1: Lay solid foundations for management and oversight

### ROLE OF THE BOARD

The Board of AuTECO is responsible for setting the Company’s strategic direction and providing effective governance over AuTECO’s affairs in conjunction with the overall supervision of the Company’s business with the view to maximising shareholder value. Key responsibilities are documented in the Board Charter.

In accordance with AuTECO’s Constitution, the Board has appointed a Chief Executive Officer (“CEO”) with responsibility for the day-to-day management of the Company and who exercises those powers subject to any limits determined by the Board. Together, the CEO and executives comprise the management team of the Company.

The Board ensures that the management team is appropriately qualified and experienced to discharge their delegated responsibilities and that the Board has appropriate procedures in place to assess the performance of the CEO and management team. The CEO is responsible for supervising the management of the business as designated by the Board. This separation of accountabilities ensures the appropriate independent functioning of the Board and management.

### OTHER FUNCTIONS RESERVED FOR THE BOARD INCLUDE:

- Reviewing and approving financial reports;
- Assessing, approving and monitoring major capital expenditures, investments and business transactions;
- Identifying, assessing and monitoring significant risks;
- Monitoring the effectiveness of the Company’s governance practices;
- Establishing the Company’s capital management policy; and
- Overseeing the Company’s compliance and continuous disclosure processes.

### ROLE OF MANAGEMENT

The CEO is responsible for the attainment of the Company’s goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements approved by the Board. The position reports directly to the Board.

Management as a whole is responsible for providing relevant, timely and accurate information to the Board to enable it to discharge its responsibilities, and reporting to the Board on the performance of the Company.

## BOARD CHARTER

The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, Chairman, individual Directors, Company Secretary, CEO and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.

This includes requirements as to the Board's composition; the establishment, operation and management of any Board Committees ;and details of the Board's relationship with management.

A copy of the Company's Board Charter is available on the Company's website.

*This complies with Recommendation 1.1 of the ASX Corporate Governance Principles.*

## BOARD AND KEY MANAGEMENT PERSONNEL APPOINTMENTS

The procedures for the selection and appointment of new directors to the Board are set out in the Remuneration and Nomination Committee Charter.

Prior to making an appointment of directors or key management personnel, the Company undertakes appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history, as appropriate) to ensure that candidates are identified with the necessary expertise and experience to enhance the Company's capacity to protect and grow shareholder value. Prior to the appointment or re-election of directors, shareholders are provided with all material information in its possession which is relevant to a decision on whether or not to elect or re-elect a director, including the skills and experience of candidates, together with a statement of whether the Board supports the appointment or re-election.

The Company confirms that such checks were carried out in respect of the new Director, Kevin Tomlinson, appointed in December 2022, and that the Company will ensure that all material information in its possession relevant to a shareholder's decision whether to elect Mr Tomlinson as a director will be provided to shareholders in the 2023 notice of annual general meeting.

The terms of appointment of all directors and key management personnel are agreed upon and set out in writing at the time of appointment.

*This complies with Recommendations 1.2 and 1.3 of the ASX Corporate Governance Principles.*

## COMPANY SECRETARY

The Board Charter outlines the role, responsibilities and accountability of the Joint Company Secretaries. The role of the Company Secretary is to support the effectiveness of the Board by ensuring Board policies and procedures are followed and coordinating the timely completion and dispatch of Board agendas and briefing papers. Company Secretaries are appointed by the Board and are directly accountable to the Board, through the Chairman, on all matters to do with the functioning of the Board.

*This complies with Recommendation 1.4 of the ASX Corporate Governance Principles.*

## DIVERSITY POLICY

The Company has adopted a Diversity Policy which is available on the Company's website. The policy sets out the Company's aims and practices in relation to recognising and respecting diversity in employment and reinforces the Company's commitment to actively managing diversity as a means of enhancing the Company's performance by recognising and utilising the contributions of diverse skills and talent from its employees. The Diversity Policy reflects the matters set out in the commentary and guidance for Recommendation 1.5.

The Board has not set measurable objectives for achieving gender diversity in accordance with its Diversity Policy. The Company employs a diverse range of individuals reflecting its philosophy of hiring the best available candidates for all positions, at all levels, based on competence and performance. The Company believes in the principle of equal opportunity in employment for all people, regardless of gender, sexual preference, marital status, pregnancy, family responsibilities, ethnicity, political or religious belief, cultural background, disability and age.

In terms of the composition of the Board and nominations, the Board considers the ASX Corporate Governance Principles as part of the overall Board appointment process when determining the composition of the Board

that is appropriate for the Company. AuTECO focuses on attracting, developing and retaining persons who are highly competent and that demonstrate the values of the Company.

At 29 September 2023, the number and proportion of males and females employed by AuTECO or a wholly-owned subsidiary of AuTECO (together, the **Group**) was as follows:

	# Female	% Female	# Male	% Male	# Total
Employees <sup>1</sup>	6	43%	8	57%	<b>14</b>
Senior Management <sup>2</sup>	2	33%	4	67%	<b>6</b>
Board	-	-	4	100%	<b>4</b>
<b>Total</b>	<b>8</b>	<b>33%</b>	<b>16</b>	<b>67%</b>	<b>24</b>

1. Excludes Directors and Senior Management.

2. Includes CEO, CFO, Company Secretaries, Group Chief Geologist and Vice President – Environment & Community.

The Company currently employs only a small number of full-time staff and due to the constantly evolving environment in which it operates, does not believe that establishing measurable diversity objectives is appropriate at this time. The Board will review this position on an annual basis and will implement measurable objectives as and when they deem the Company to require them. AuTECO is not considered a “relevant employer” under the *Workplace Gender Equality Act* and is not required to report against the Gender Equality Indicators as defined by the Act.

*This is a **departure** from Recommendation 1.5 of the ASX Corporate Governance Principles.*

## BOARD PERFORMANCE EVALUATION

The performance of the Board and individual directors is evaluated in accordance with the Performance Evaluation Policy. This assessment includes an evaluation of the appropriateness of the skills and attributes of the members of the Board against the Company’s requirements.

During the 2023 financial year, the performance of the Board, individual Directors, Chairman and Company Secretaries was formally assessed with the assistance of external consultants.

The evaluation considered:

- how well the Board is functioning – including in its key relationship with management – to deliver its governance role and functions;
- how well Directors perceive themselves and each other to be contributing positively to the work of the Board and the ways in which their contributions could be improved;
- how well the Chairman fulfils his role, considered against the expectations of the role as provided in the Board Charter; and
- how well the Company Secretaries fulfil their role, considered against the expectations of the role as provided in the Board Charter.

The Company does not presently have any committees of the Board.

*This **complies** with Recommendation 1.6 of the ASX Corporate Governance Principles.*

## SENIOR EXECUTIVE PERFORMANCE EVALUATION

The performance of senior executives is evaluated in accordance with the Performance Evaluation Policy. The Non-Executive Chairman is responsible for reviewing the performance of the Chief Executive Officer, who is then responsible for reviewing senior executives as necessary. Executive performance evaluations involve an assessment of the performance of executives against individual and collective accountabilities for the achievement of key objectives determined as part of the Company’s business planning processes. During the reporting period, the performance of the senior executives was discussed informally and assessed on an ongoing basis.

*This **complies** with Recommendation 1.7 of the ASX Corporate Governance Principles.*

## Principle 2: Structure the Board to be effective and add value

### NOMINATION COMMITTEE

The Company does not presently have a Nomination Committee. The Company's Remuneration and 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.

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 Remuneration and Nomination Committee Charter. Functions with respect to the selection, appointment and compensation of directors, Board succession and related matters are currently performed by the Board, rather than a Nomination Committee. This includes developing, implementing and reviewing processes to address succession issues and to ensure the Board has the appropriate balance of skills, experience, independence and knowledge of the Company to enable it to discharge its duties and responsibilities effectively, including regarding:

- the size and composition of the Board;
- the independence status of each Director;
- whether each Director has enough time to commit to carry out their responsibilities;
- Director competencies;
- the identification of suitable candidates for nomination or appointment to the Board;
- the induction of new Directors;
- the Company's succession plans for membership of the Board and executives; and
- the evaluation of the performance of the Board and individual Directors.

The Board considers that this approach is more efficient and effective given the Company's present size and the nature of its business activities.

It is in the best interests of shareholders for the Company to attract and retain a highly skilled Board and executive team with the necessary experience and capabilities to enhance the Company's capacity to protect and grow shareholder value. Remuneration policies are determined by the Board in order to achieve this objective, while ensuring cash and equity rewards are consistent with practices among comparable listed entities and reflect prevailing market conditions.

Key considerations for the Board when determining new appointments include:

- advice from external consultants;
- skills, knowledge and experience required for the role;
- succession planning;
- current scale and complexity of the Company's business activities; and
- ability of the candidate to assist the Board in creating value for shareholders.

The Remuneration and Nomination Committee Charter is available on the Company's website.

*This complies with Recommendation 2.1 of the ASX Corporate Governance Principles.*

### COMPOSITION OF THE BOARD

The Board is currently comprised of the following directors:

Name	Role	Date of appointment	Service (years)
Ray Shorrocks	Non-Executive Chairman	28 Jan 2020	3
Steve Parsons	Non-Executive Director	28 Jan 2020	3
Michael Naylor	Non-Executive Director	30 Nov 2018	4
Kevin Tomlinson	Non-Executive Director	15 Dec 2022	<1

Details of each director's relevant skills and experience are provided in the Company's annual report and are also available on its website. As announced by the Company on 31 August 2023, Steven Parsons will be appointed as Managing Director and Michael Naylor will be appointed as Executive Director subject to shareholder approval of the Rambler Acquisition at the general meeting to be held on 11 October 2023.

## BOARD SKILLS AND EXPERIENCE

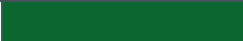
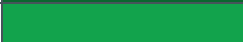
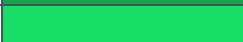

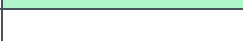
The Board considers it essential that its members possess the range of skills and experience necessary to guide the Company through project identification, exploration and development. Directors are identified to ensure that the Board has a balance of expertise in business administration, operational leadership, technical development and marketing.



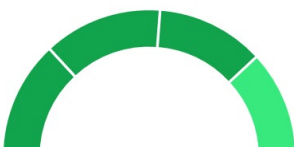

The Company has developed a broad-based Board skills matrix setting out the mix of skills that the Board currently has (or is looking to achieve) and this is periodically reviewed against the Company’s Board representative’s skills to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.

The mix of skills comprised in the current Board, and that the Board would look to maintain and build on, is set out in the Board Skills Matrix below. An assessment of the skills and experience of the Board is undertaken in relation to the Board Skills Matrix annually, to ensure that the Board continues to meet the current and evolving needs of the Company and the corporate landscape in which it operates.







The Board believes that, collectively, the Directors have a diverse and relevant range of skills, backgrounds, knowledge, and experience to ensure effective governance of AuTECO in line with its current strategy and goals. To the extent that any skills are not sufficiently represented on the Board, they are augmented through senior management and external advisors.

Board members were asked to reflect on and rate their level of experience in each skill area as either:

Very experienced	
Experienced	
Sufficient	
Limited experience	
No experience	

Skills and Experience	Importance	Current outcomes
<b>Resource sector</b> Experience in exploration, development, processing or production of gold or base metals or other minerals.	A director's experience in the mining or resources industry assists the AuTECO board in strategic planning and risk management strategies.	
<b>Exploration and Geology</b> Direct experience in the operational and technical aspects of exploration programs and project development.	Experience as a director or executive with value-add exploration programs, resources and reserves development, and development of mining operations, is important to assist the Board with exploration planning and strategy.	
<b>Mining Operations</b> Been a former or current mining executive with operational experience.	As AuTECO transitions from explorer to project developer, a director's understanding and appreciation of mining engineering, design, method and risk will be an essential component to ensure AuTECO's operational and financial success.	
<b>Financial and accounting</b> Former or current CFO role, or professional experience in corporate finance, financial accounting, reporting and treasury.	Financial acumen, demonstrated by a director's experience in financial accounting and reporting, corporate finance and internal financial controls, provides the director with the tools to interpret financial performance, contribute to financial planning, oversee budgets and funding arrangements, apply discipline in costs control, and rigour in risk identification and mitigation.	



Skills and Experience	Importance	Current outcomes
<p><b>Legal and governance</b> Knowledge of relevant laws and regulatory frameworks, and an ability to identify and oversee the Company's management of its legal and contractual obligations and compliance management.</p>	<p>A director's relevant legal knowledge and ability to implement high standards of governance assist in ensuring Company compliance with laws and regulations applicable to listed resources entities, including financial and corporate business activities. Such experience also contributes to the Board's understanding of the role of directors and the Board's legal responsibilities.</p>	
<p><b>Risk Management</b> Direct involvement in risk management and insurances and has been or is a current member of another company's risk management committee.</p>	<p>Maintaining effective risk identification, management and internal control, and the understanding of specialist risks such as cyber security risks, corporate tax requirements and jurisdictional risks, are a cornerstone of AuTECO's audit and risk management processes.</p>	
<p><b>Debt and Equity Fundraising</b> Experience with capital management strategies and fundraisings (including debt financing and capital raisings).</p>	<p>Relevant experience in capital management strategies informs the Board as to complex financial, regulatory and operational issues.</p>	
<p><b>Stakeholder relations</b> Experience in stakeholder relations including shareholders, traditional owners, government and community liaison.</p>	<p>A track record of overseeing successful engagement with a range of key stakeholders at national, regional and local levels, including community relations, government affairs, non-government organisations and investor relations, and contributing to a communication strategy with stakeholders is essential for members of the Board.</p>	
<p><b>Human Resources and Leadership</b> Senior executive experience and the ability to evaluate executive and Board performance, executive remuneration, and succession planning, and to influence organisational culture.</p>	<p>A director's ability to draw on executive experience in attracting, leading and retaining a high performing team to deliver on the Company's strategic objectives, ensuring long-term success and sustainability of the business through talent development and executive succession planning, remuneration benchmarking and incentive structures, and understanding/influencing organisational culture, is integral to AuTECO developing and sustaining its financial and operational results and people management.</p>	
<p><b>Health, Safety, Environment and Community (HSEC)</b> Experience in integrating HSEC principles into decision making and proactive identification and prevention of HSEC risk.</p>	<p>Experience of a director related to workplace environmental compliance, and community relations and governance affairs, is integral to the critical evaluation of frameworks and processes designed to ensure that all regulatory obligations are met and AuTECO's social licence to operate in the communities in which it operates, is earned and further developed.</p>	

Skills and Experience	Importance	Current outcomes
<p><b>International Jurisdiction Experience</b></p> <p>Director or Executive experience working in a foreign jurisdiction or sitting on the Board of a global company.</p>	<p>A Director with experience in international jurisdictions (preferably Canada) can provide guidance to the Company on matters including: knowledge of local laws and regulations, cultural understanding, strategic insights, access to local networks and other matters that arise when doing business in foreign countries.</p>	
<p><b>Board of Director Experience</b></p> <p>A Director or Senior Executive with experience sitting on or interacting directly with a Board and dealing with all areas of strategic planning and corporate governance.</p>	<p>A Director or Senior Executive with experience overseeing the management of a company, setting strategic direction and utilising previous experience to ensure the company operates in the best interests of the stakeholders. Skills and experiences include executive leadership, industry expertise, business and financial acumen, knowledge of governance and compliance, and stakeholder management.</p>	

The directors have determined that the Board is of a sufficient size that is appropriate and effective for the Company at its current stage and that the composition of the current Board represents the best mix of directors that have an appropriate range of qualifications and expertise, can understand and competently deal with current and emerging business issues and can effectively review and challenge the performance of management.

Succession planning is conducted on an informal basis to support decisions about appointments and to maintain the level of Board capability required to successfully guide the Company through each stage of its development.

The Board has regard to the Company's Diversity Policy and Board Charter, and aims to achieve diversity and independence in its membership where possible, whilst having regard to the size and nature of the existing Board, and the scale of the Company's operations.

*This **complies** with Recommendation 2.2 of the ASX Corporate Governance Principles.*

## INDEPENDENCE OF DIRECTORS

Directors are considered to be independent when their interests are not aligned with the interests of management, substantial shareholders or other relevant stakeholders. The definition of independence and factors set out in box 2.3 of the ASX Corporate Governance Principles is taken into account by the Company when determining the independence of directors.

At present, Mr Tomlinson is the only Director considered by the Board to be independent, notwithstanding the proposed issue of performance rights in the Company to Mr Tomlinson (subject to shareholder approval).

Mr Shorrocks and Mr Naylor have held executive positions in the Company in the past 3 years (as Executive Chairman and Interim Company Secretary, respectively), and Mr Naylor and Mr Parsons are or have been substantial shareholders of the Company within the last 3 years.

As announced by the Company on 31 August 2023, Steven Parsons will be appointed as Managing Director and Michael Naylor will be appointed as Executive Director subject to shareholder approval of the Rambler Acquisition at the general meeting to be held on 11 October 2023.

The length of service of each Director is disclosed above and in the Director's Report of the Company's annual report.

*This **complies** with Recommendation 2.3 of the ASX Corporate Governance Principles.*

The Board is currently comprised of one independent Non-Executive Director and three non-independent directors, consisting of a Non-Executive Chairman and two Non-Executive Directors. Therefore, independent directors do not presently comprise the majority of the Board.



The Board's view is that AuTECO benefits from the current Board composition, taking into account the Company's stage of development and the relevant knowledge and skill base of the Directors and magnitude of the Company's operations. The Board believes that directors with a strong involvement in the Company's business activities enhances AuTECO's capacity to achieve its strategic priorities and generate growth in shareholder value at the present time.

*This is a **departure** from Recommendation 2.4 of the ASX Corporate Governance Principles.*

## **ROLE OF THE CHAIRMAN**

The Chairman of the Company is responsible for leading the effective and efficient conduct of all board functions, including its key accountabilities for guiding the strategic direction of the Company and reporting to shareholders. This role is usually undertaken by an independent director.

Due to his previous role as Executive Chairman, the current Non-Executive Chairman Mr Raymond Shorrocks is not considered to be independent.

The Board's view is that AuTECO benefits from the current Board composition, taking into account the Company's stage of development and the relevant knowledge and skill base of the Directors and magnitude of the Company's operations. The Board believes that directors with a strong involvement in the Company's business activities enhances AuTECO's capacity to achieve its strategic priorities and generate growth in shareholder value at the present time.

Decisions of the Board are decided by simple majority and in the event of an equality of votes, the Chairman may exercise a casting vote. Any director and Board committee (if established) may obtain independent professional advice considered necessary, with a copy of such advice to be made available to all directors.

*This is a **departure** from Recommendation 2.5 of the ASX Corporate Governance Principles.*

## **INDUCTION OF DIRECTORS AND ONGOING PROFESSIONAL DEVELOPMENT**

The Company's program for the induction of new directors commences with a series of meetings between the new appointee and the Chairman, Company Secretaries, CEO and other members of the management team. The purpose of these meetings is to provide the new appointee with a comprehensive briefing on the Company, the business environment in which it operates and its Board governance processes. Following these initial meetings, the new appointee is provided with an opportunity to visit the Company's operations, in Australia and overseas (where possible), as well as to meet with key stakeholders such as investors, lenders, Government representatives and external advisers.

All directors are encouraged to participate in appropriate professional development opportunities each year to develop and maintain the skills and knowledge needed to successfully perform their role as a director.

*This **complies** with Recommendation 2.6 of the ASX Corporate Governance Principles.*

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

### **COMPANY VALUES**

The Company and its subsidiary companies are committed to conducting their business activities fairly and 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 and support the Company's commitment to compliance with these standards.

The Company's values are set out in its Statement of Values which is available on the Company's website. The Board and management continually reference such values and promote ethical and responsible decision-making through this document and the Code of Conduct.

*This **complies** with Recommendation 3.1 of the ASX Corporate Governance Principles.*

## CODE OF CONDUCT

The Company has a Code of Conduct that sets out the standards of behaviour that apply to every director and employee of the Company when conducting business and dealing with customers, colleagues, and other stakeholders. The guiding principles of the Code of Conduct are:

- Act with integrity and professionalism and be scrupulous in the proper use of Company information, funds, equipment and facilities;
- Exercise fairness, equity, proper courtesy, consideration and sensitivity in dealing with customers, employees and other stakeholders; and
- Avoid any real or perceived conflicts of interest.

The Code of Conduct is available on the Company's website and any material breaches of the Code of Conduct are reported to the Board.

*This complies with Recommendation 3.2 of the ASX Corporate Governance Principles.*

## WHISTLEBLOWER PROTECTION POLICY

AuTECO is committed to fostering a culture of compliance, ethical behaviour and good corporate governance. The Board has adopted a whistleblower protection policy to ensure any potential misconduct concerns can be raised on a safe and confidential basis, without fear of reprisal. The Company's Whistleblower Protection Policy is available on the Company's website. Any material incidents reported under the Whistleblower Protection Policy are to be reported to the Board.

*This complies with Recommendation 3.3 of the ASX Corporate Governance Principles.*

## ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

The Company's Anti-Bribery and Anti-Corruption Policy 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.

*This complies with Recommendation 3.4 of the ASX Corporate Governance Principles.*

## CONFLICTS OF INTEREST

All directors and employees must avoid any personal, financial or other interest, which may be in conflict with their duties and responsibilities to the Company. Any interest which may give rise to a conflict of interest must be promptly disclosed. In the case of employees, disclosure is to be made to the relevant manager, in the case of directors, disclosure is to be made to the Chairman and in the case of the Chairman, disclosure is to be made to the Board. Prior to accepting any external appointment, such as a directorship, employment arrangement, consulting engagement or conducting a business activity, all directors and employees must provide disclosure in accordance with the process above so that the Company can determine if such action might give rise to a present or potential conflict of interest. After consideration, the Company may require that the person either decline the appointment, cease involvement in the business activity, or alternatively resign from their role with the Company.

## SECURITIES TRADING POLICY

The Securities Trading Policy has been adopted by the Board that sets out the requirements prescribed by the Company and at law for all director and employee dealings in the Company's securities. It also prescribes the additional securities trading restrictions applying to directors, officers, executives and certain employees who may, from time to time, be in possession of price-sensitive information.

Under the terms of the Securities Trading Policy, specified persons are only permitted to trade in securities if they do not possess unannounced, price-sensitive information in relation to the Company and if the trading occurs outside of restricted periods. Prior to dealing in the Company's securities, they must notify and obtain approval from the appropriate authorising officer of the Company, to confirm that there is no reason why the proposed trade should not occur. The notification to the authorising officer must state that the proposed purchase or sale is not as a result of access to, or being in possession of, any price-sensitive information that has not yet been announced to the ASX. The Company notifies the ASX in a timely manner of any transactions conducted by the directors in Company securities.

The Securities Trading Policy is available on the Company's website.

## Principle 4: Safeguarding the integrity of corporate reports

### AUDIT COMMITTEE

The Company's Audit and Risk Committee Charter provides for the creation of an Audit and Risk Committee with at least three members, all of whom must be non-executive directors and a majority of the Committee must be independent directors. The Committee must be chaired by an independent director who is not the Chairman. The Audit and Risk Committee Charter is available on the Company's website.

Due to the Company's present size and the nature of its business activities, the Board does not consider that establishing a separate Audit Committee is appropriate at this time. In the opinion of the Board, it is currently more efficient and effective for the Board to assume direct responsibility for all functions that would ordinarily be conducted by such a committee, including reviewing and approving financial reports, external audit arrangements and risk management processes. 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. To independently verify and safeguard the integrity of the Company's corporate reporting processes, the Board:

- Engages external auditors with the necessary skills and experience to critically review annual and half-year reports, together internal control systems that support financial reporting processes;
- Holds private discussions with the external auditors every 6 months to provide an opportunity for any concerns to be raised by the auditors, independent of management;
- Considers the performance of the external auditors, the terms of engagement and any indications that the independence of the external auditors could be impaired;
- Formally approves the appointment, removal and rotation of the external auditor; and
- Obtains independent legal or professional advice on any matters that the Board considers may compromise the integrity of corporate reporting.

*This complies with Recommendation 4.1(b) of the ASX Corporate Governance Principles.*

### ASSURANCES FROM THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

For the financial year ended 30 June 2023, the CEO and CFO provided the Board with a declaration in accordance with section 295A of the Corporations Act for all financial statements that are lodged during the reporting period which provides that, in their opinion, the financial records have been properly maintained, 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.

*This complies with Recommendation 4.2 of the ASX Corporate Governance Principles.*

### EXTERNAL AUDITOR

The Company's external auditor is Ernst & Young. The Board assumes responsibility for the appointment of Ernst & Young, approving the scope of the external audit process, assessing the conduct and outcomes of the external audit and considering the independence of Ernst & Young. Representatives from the Company's external auditor, Ernst & Young, attend the Annual General Meeting and are available to answer questions from shareholders relevant to the audit.

### PERIODIC CORPORATE REPORTS

Processes are in place to verify the integrity of periodic corporate reports (as defined in the ASX Corporate Governance Principles) released to the ASX and not audited or reviewed by the external auditor. Examples of periodic corporate reports released by the Company include the directors' report in the annual report. The Company has adopted a Continuous Disclosure Policy which sets out how market announcements are reviewed and released. The policy requires copies of all material market announcements to be circulated to the Board to ensure that the Board has timely visibility of the nature, quality and frequency of information being disclosed to the market. The Board is responsible for satisfying itself that the content of any announcement is accurate and not misleading. ASX announcements are lodged on the market announcements platform by a Company Secretary. The Company's Continuous Disclosure Policy is available on the Company's website.

*This complies with Recommendation 4.3 of the ASX Corporate Governance Principles.*

## Principle 5: Make timely and balanced disclosure

The Company is committed to promoting investor confidence and ensuring that shareholders and other stakeholders are provided with accurate and timely information about the activities of the Company, the business environment in which it operates and the results of its operations. It has established a Continuous Disclosure Policy that sets out its processes for ensuring that:

- All directors and employees are informed of their continuous disclosure obligations under the ASX Listing Rules and the *Corporations Act 2001* (Cth);
- Potentially material information is immediately reported to either the Joint Company Secretaries, Chief Executive Officer or the Non-Executive Chairman; and
- Where disclosure is considered appropriate, either to comply with relevant obligations or to promote a more informed market among shareholders and stakeholders, then such disclosure occurs in a timely and informative manner.

The directors receive copies of material market announcements before and promptly after they have been released to the ASX. All substantive investor or analyst presentations are lodged on the ASX markets announcement platform ahead of such presentations.

The Continuous Disclosure Policy is available on the Company's website.

*This complies with Recommendations 5.1 to 5.3 of the ASX Corporate Governance Principles.*

## Principle 6: Respect the rights of security holders

### COMPANY INFORMATION

The Company believes that communicating with shareholders by electronic means, particularly through its website, is an efficient way of distributing information in a timely and convenient manner. The Company's website includes the following pages which contain relevant information for shareholders:

- Corporate governance, setting out the Company's corporate governance policies and practices;
- ASX announcements, which includes copies of annual, half-yearly and quarterly reports;
- Presentations, including the Company's latest investor and corporate presentations released to ASX;
- Media, including newsletters, media briefings and articles, and presentations;
- Shareholder Services, which sets out contact details for the Company's share registry; and
- Investor Resources, setting out the rights of members to receive certain documents.

The Company's website is updated with material released to the ASX as soon as practicable after confirmation of release by the ASX.

*This complies with Recommendation 6.1 of the ASX Corporate Governance Principles.*

### SHAREHOLDER COMMUNICATIONS STRATEGY

The Company has established a Shareholder Communications Strategy that provides a framework for ensuring effective two-way communication with shareholders and other stakeholders. This is to ensure clear, unbiased and timely information is provided about the Company and its performance to enable users to make informed decisions. The key principles of the Shareholder Communications Strategy are:

- Supporting shareholder participation at the Annual General Meeting by encouraging shareholders to submit questions prior to the meeting and providing an opportunity for questions to be asked during the meeting;
- Ensuring the external auditor attends the Annual General Meeting so that financial reporting questions may be asked directly by shareholders;
- Maintaining an informative and current range of information and reports about the Company for shareholders to access on the Company's website;
- Including a link on ASX announcements to the Company's website so that shareholders can access further information where relevant; and
- Providing a mechanism on the Company's website for shareholders to contact the Company directly and to sign-up to receive electronic delivery of its ASX announcements and periodic reports.

Shareholders are responsible for reviewing resolutions proposed by the Board at meetings of shareholders and for voting on such resolutions, including those relating to the appointment of directors from time to time. The Board informs shareholders of all major developments affecting the Company by the following means:

- Half-yearly and annual financial reports, and quarterly activity and cash flow reports;
- Regular ASX announcements on the progress of the Company's business activities;
- Maintaining a record of ASX announcements on the Company's website;
- Providing explanatory information about the reasons and the effect of any material resolutions submitted to a vote of shareholders; and
- Reporting to shareholders on the Company's activities at the Annual General Meeting.

The Shareholder Communications Strategy is available on the Company's website.

*This complies with Recommendation 6.2 of the ASX Corporate Governance Principles.*

The Company recognises the rights of shareholders and encourages the effective exercise of those rights through the following means:

- Notices of meetings are distributed to shareholders in accordance with the provisions of the *Corporations Act 2001* (Cth);
- Notices of meetings and other meeting materials are drafted in concise and clear language;
- Shareholders are encouraged to use their attendance at meetings to ask questions on any relevant matter, with time being specifically set aside for shareholder questions;
- If shareholders are unable to attend a meeting, notices of meetings encourage participation in voting on proposed resolutions by lodgement of proxies;
- It is general practice for a presentation on the Company's activities to be made to shareholders at each Annual General Meeting; and
- It is both the Company's policy and the policy of the Company's auditor for the lead engagement partner to be present at the Annual General Meeting and to answer any questions on the audit and financial report.

*This complies with Recommendation 6.3 of the ASX Corporate Governance Principles.*

## **VOTING AT SECURITY HOLDER MEETINGS**

All substantive resolutions at securityholder meetings are decided by a poll rather than a show of hands.

*This complies with Recommendation 6.4 of the ASX Corporate Governance Principles.*

## **ELECTRONIC COMMUNICATIONS**

The Company believes that communicating with shareholders by electronic means, particularly through its website, is an efficient way of distributing information in a timely and convenient manner. Security holders are afforded the option of having communications to and from the Company and its share registry electronically delivered.

*This complies with Recommendation 6.5 of the ASX Corporate Governance Principles*

# **Principle 7: Recognise and manage risk**

## **RISK COMMITTEE**

As noted above, due to the Company's present size and the nature of its business activities, the Board does not consider that establishing a separate Risk Management Committee is appropriate at this time as the functions ordinarily conducted by such a committee can be effectively and efficiently undertaken directly by the Board under the Audit and Risk Committee Charter.

To ensure effective oversight of the Company's risk management framework, the Board:

- Regularly reviews the Company's exposure to risks, the likelihood and potential impact of those risks and the adequacy of risk mitigation practices;
- Receives reports from the external auditors every 6 months on the effectiveness of the Company's internal control framework supporting financial reporting and regulatory compliance risks;



- Reviews and approves the annual insurance program which is based on advice from external insurance agents; and
- Obtains independent legal, technical and commercial advice from external professionals to support decision-making in relation to matters of significant business risk.

The Board has established a Risk Management Policy which is available on the Company's website.

*This complies with Recommendation 7.1(b) of the ASX Corporate Governance Principles.*

## **RISK MANAGEMENT FRAMEWORK**

The Board is responsible for setting the strategic direction of the Company and for creating and maintaining the environment and structures within which risk management practices can operate effectively. The Board sets the Company's risk appetite and risk tolerance.

The Chief Executive Officer is accountable to the Board for risk management processes that are designed to ensure that material risks relating to the Company's business activities and operating environment are identified, monitored and where appropriate, managed. In the course of its business, such as when undertaking an evaluation of new business prospects, conducting feasibility studies or preparing development plans, the Company undertakes an assessment of existing and potential risks across its business. This involves a consideration of the likelihood of occurrence, magnitude of impact and the level of internal risk tolerance at the time. Risk mitigation strategies are then developed to address potentially significant risks identified through this process and these strategies are incorporated into the Company's operational plans and supporting financial management activities.

Formal reviews of the Company's risk management framework and risk register have been conducted during the year in conjunction with the Board's consideration and approval of the Company's business plans, budgets, financial reports and insurance programs. This review is conducted at least on an annual basis to ensure that the Company's risk management framework continues to be sound.

*This complies with Recommendation 7.2 of the ASX Corporate Governance Principles.*

## **INTERNAL CONTROLS**

The Board is responsible for the oversight of the Company's internal controls and ensuring that the Company has an effective internal control framework which includes measures designed to:

- Improve the effectiveness and efficiency of material business processes;
- Provide for the safeguarding of assets;
- Enable compliance with regulatory requirements; and
- Allow for the preparation of accurate and timely financial and non-financial information about the Company's performance.

Accountability for managing the internal control framework is delegated by the Board to the Chief Executive Officer.

Due to the Company's present size and the nature of its business activities, the Board does not consider that establishing a separate internal audit function is appropriate at this time. In the event that the Company believes it is beneficial to conduct such activities from time to time, it is able to draw upon the expertise of internal audit consultants.

To improve the effectiveness of risk management and internal control processes, the Board regularly reviews the reports and recommendations of the Chief Executive Officer, external risk consultants, auditors, lawyers, technical professionals and insurance agents to determine if modifications to the framework are required to appropriately mitigate and manage the Company's exposure to such risks as its business activities and operating environment change over time.

*This complies with Recommendation 7.3(b) of the ASX Corporate Governance Principles.*

## **MATERIAL EXPOSURE TO ENVIRONMENTAL OR SOCIAL RISKS**

As discussed above, the Company identifies and manages any material exposure to environmental and social risks in a manner consistent with its Risk Management Policy, which is available on the Company's website.



As a mineral exploration company, the Company faces inherent risks in its activities, including environmental and social risks, which may materially impact the Company's ability to create or preserve value for security holders over the short, medium or long term. Material environmental and social risks faced by the Company include, but are not limited to: environmental requirements, licences and permits; climate change and other natural disasters; workforce diversity, talent and engagement; occupational health and safety; and relations with first nations groups and the general community.

*This complies with Recommendation 7.4 of the ASX Corporate Governance Principles.*

## Principle 8: Remunerate fairly and responsibly

### REMUNERATION COMMITTEE

Due to the Company's present size and the nature of its business activities, the Board does not consider that establishing a separate Remuneration Committee is appropriate at this time. The Company's Remuneration and Nomination Committee Charter that provides for the creation of a Remuneration and Nomination Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom are to be independent directors, and which must be chaired by an independent director. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Remuneration Committee under the Remuneration and Nomination Committee Charter.

To ensure that the level and composition of remuneration for directors and senior executives is appropriate and not excessive, the Board regularly compares the remuneration of its directors and senior executives with that provided by similar organisations operating in comparable markets, taking into account the skills and experience of the relevant individuals, their responsibilities and performance. From time to time, the Board will also obtain independent expert advice on the appropriateness of its remuneration practices.

No director or member of executive management is involved in the determination of his or her remuneration.

*This complies with Recommendation 8.1(b) of the ASX Corporate Governance Principles.*

### REMUNERATION FRAMEWORK

Remuneration is structured in order to attract and retain persons with the experience and skills necessary to oversee the Company's activities and to guide its growth and development into a successful mining business.

As the Company's key assets have not yet reached the operational phase, a greater emphasis is placed on rewarding long term performance through the award of equity in the Company that preserves cash resources and is directly linked to the creation of shareholder value. This promotes alignment between the objectives and interests of shareholders, directors and executives.

The Company's remuneration policies are set out in the Board Charter and the Remuneration and Nomination Committee Charter, both of which are available on the Company's website. The key principles that guide decisions about the Company's remuneration practices are:

- **Fairness:** provide a fair level of reward that reflects market conditions;
- **Transparency:** establish transparent links between reward and performance;
- **Alignment:** promote mutually beneficial outcomes through alignment with shareholder interests; and
- **Culture:** drive leadership performance and behaviours that promote safety, diversity and engagement.

The details of the remuneration of the directors and key management personnel are set out in the remuneration report included in the directors' report of the annual report.

*This complies with Recommendation 8.2 of the ASX Corporate Governance Principles.*

The Company has an equity-based remuneration scheme. The Company's Trading Policy prohibits the use of any derivatives or other products that operate to limit the economic risk of unvested securities through the scheme. The Trading Policy is available on the Company's website.

*This complies with Recommendation 8.3 of the ASX Corporate Governance Principle*

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

AuTECO Minerals Limited
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ABN/ARBN

96 110 336 733
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Financial year ended:

30 June 2023
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Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

- These pages of our annual report:
- This URL on our website: <https://www.autecominerals.com/corporate/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 29 September 2023 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.<sup>3</sup>

Date: 29 September 2023  
 Name of authorised officer authorising lodgement: Raymond Shorrocks, Non-Executive Chairman

<sup>1</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

<sup>2</sup> Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

<sup>3</sup> Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: <a href="https://www.autecominerals.com/corporate/corporate-governance/">https://www.autecominerals.com/corporate/corporate-governance/</a>	
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	

<sup>4</sup> Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

<sup>5</sup> If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <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 and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>		<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement AND We have disclosed a copy of our Diversity policy here: <a href="https://www.autecomaterials.com/corporate/corporate-governance/">https://www.autecomaterials.com/corporate/corporate-governance/</a></p>
<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>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: <a href="https://www.autecomaterials.com/corporate/corporate-governance/">https://www.autecomaterials.com/corporate/corporate-governance/</a></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement.</p>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <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><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p><a href="https://www.autecominerals.com/corporate/corporate-governance/">https://www.autecominerals.com/corporate/corporate-governance/</a></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement</p>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <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><input checked="" type="checkbox"/></p> <p>We have disclosed the fact that we do not have a nomination committee and the processes we employ 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 in our Corporate Governance Statement and the Remuneration and Nomination Committee Charter at: <a href="https://www.autecominerals.com/corporate/corporate-governance/">https://www.autecominerals.com/corporate/corporate-governance/</a></p>	
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix in our Corporate Governance Statement.</p>	
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement</p> <p>and, where applicable, the information referred to in paragraph (b) in our Corporate Governance Statement</p> <p>and the length of service of each director in our Corporate Governance Statement and the Directors report in the Company's Annual Report.</p>	



## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.4	A majority of the board of a listed entity should be independent directors.		<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
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.		<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
2.6	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.	<input checked="" type="checkbox"/>	
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: <a href="https://www.autecominerals.com/corporate/corporate-governance/">https://www.autecominerals.com/corporate/corporate-governance/</a>	
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://www.autecominerals.com/corporate/corporate-governance/">https://www.autecominerals.com/corporate/corporate-governance/</a>	
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://www.autecominerals.com/corporate/corporate-governance/">https://www.autecominerals.com/corporate/corporate-governance/</a>	
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://www.autecominerals.com/corporate/corporate-governance/">https://www.autecominerals.com/corporate/corporate-governance/</a>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>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> <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>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at:  <a href="https://www.autecominerals.com/corporate/corporate-governance/">https://www.autecominerals.com/corporate/corporate-governance/</a></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:  <a href="https://www.autecominerals.com/corporate/corporate-governance/">https://www.autecominerals.com/corporate/corporate-governance/</a></p>	
4.2	<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, 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><input checked="" type="checkbox"/></p>	
4.3	<p>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><input checked="" type="checkbox"/></p>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://www.autecominerals.com/corporate/corporate-governance/">https://www.autecominerals.com/corporate/corporate-governance/</a>	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://www.autecominerals.com/corporate/corporate-governance/">https://www.autecominerals.com/corporate/corporate-governance/</a>	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement	
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.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <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 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><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.autecominerals.com/corporate/corporate-governance/">https://www.autecominerals.com/corporate/corporate-governance/</a></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework in our Corporate Governance Statement.</p>	
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement.</p>	
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes in our Corporate Governance Statement.</p>	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
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.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement and in the Directors' report of the Company's Annual Report.	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <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 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><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.autecominerals.com/corporate/corporate-governance/">https://www.autecominerals.com/corporate/corporate-governance/</a></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive in our Corporate Governance Statement.</p>	
8.2	<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>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Corporate Governance Statement and Remuneration Report set out in the Company's Annual Report.</p>	
8.3	<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>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it in our Corporate Governance Statement.</p>	



## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.		<input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.		<input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable
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.		<input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.		Not applicable
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.		Not applicable