

**ASX ANNOUNCEMENT**

Friday, 28 April 2023

**2022 Corporate Governance Statement and Appendix 4G**

29Metals Limited ('29Metals' or, the 'Company') today released its 2022 Corporate Governance Statement and Appendix 4G, each accompanying this release.

- ENDS -

*Authorised for release by the Company Secretary, Clifford Tuck*

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Metals

Unlocking value  
to empower the future



2022 Corporate Governance Statement



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# 29Metals is committed to robust corporate governance.

29Metals' corporate governance framework was developed having regard to the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (4th Edition)* (the 'ASX Principles and Recommendations'), the *Corporations Act 2001* (Cth) ('Corporations Act'), the ASX Listing Rules, market practice, stakeholder interests and the best interests of the Company.

The Board periodically reviews the Company's corporate governance framework to ensure that the framework continues to be appropriate for the Company taking into account its activities, expectations of the Company's shareholders, the community and other stakeholders, and the ASX Principles and Recommendations.

In this Corporate Governance Statement, we outline 29Metals' corporate governance arrangements for the year ended 31 December 2022 ('Reporting Period'), including how 29Metals' corporate governance arrangements align to the ASX Principles and Recommendations.



This Corporate Governance Statement refers to other reports and documents published by the Company, including the *Remuneration Report* for the year ended 31 December 2022, the *2022 Sustainability & ESG Report* and the *Directors' Report* for the year ended 31 December 2022, each of which is contained in the Company's *2022 Annual Report* (unless otherwise stated).

Copies of 29Metals' *2022 Annual Report*, and other documents referred to in this Corporate Governance Statement, including the Board and Committee charters and key corporate governance documents, are available on 29Metals' [website](#).



## 1. About the Board

### 1.1 The role of the Board

Ultimate responsibility for the Company's corporate governance and strategy, and oversight of Management's implementation and execution of that strategy, rests with 29Metals' Board of Directors (the '**Board**').

The role and responsibilities of the Board are set out in the Board's charter ('**Board Charter**'), and includes:

- providing leadership;
- approving the Company's strategic framework, vision and Values;
- ensuring that appropriate governance and risk management frameworks are in place, setting the tone for the Company's commitment to ethical and responsible business practices and behaviours;
- overseeing and monitoring the Company's performance and financial condition;
- critically reviewing business performance and information provided by Management, and overseeing and monitoring Management's performance;
- monitoring compliance with legal and regulatory requirements, community and stakeholder expectations, and external commitments, and safeguarding the Company's reputation;
- where required, challenging and holding Management to account;
- ensuring that shareholders and market participants receive timely, accurate and balanced information about the Company; and
- approving and overseeing the implementation of the Group's Sustainability & ESG policies, including the Group's commitments in relation to Sustainability & ESG and action on climate change.

The Board has delegated responsibility for the day-to-day management of the Company, other than certain matters expressly reserved to the Board, to the Managing Director & Chief Executive Officer ('**Managing Director & CEO**'), and, through the Managing Director & CEO, to senior Management.

Members of Management are regularly invited to participate in Board and Committee meetings to report on subject matter within their respective area of responsibility, a practice promoting transparency, candour, contestability, foresight and accountability.

Directors are entitled to request additional information from Management at any time they consider it appropriate, and an open dialogue between individual Directors, the Managing Director & CEO and senior Management is encouraged.

Assisting the Board to discharge its responsibilities are three standing Board committees (each, a '**Committee**') whose remit is to provide advice and recommendations to the Board:

- the Audit, Governance & Risk Committee;
- the Remuneration & Nominations Committee; and
- the Sustainability Committee.

Each of the Committees is chaired by an independent Non-executive Director and, at a minimum, the majority of the members of each Committee are independent Non-executive Directors. Each of the Committees operate under a written charter approved by the Board, setting out the roles and responsibilities of the Committees.

The Board and Committee charters are reviewed annually to ensure that they remain relevant and effective in the context of the Company and the roles of the Committees, corporate governance expectations of shareholders and other stakeholders, changes or updates to the ASX Principles and Recommendations and community expectations (as the case may be). Following the 2022 review, updates to the Board and Committee charters included oversight of the management of cyber security risks, Sustainability & ESG matters (including climate change), tax governance, and the interaction between the Committees in areas of overlap of responsibilities.

The number of meetings held by the Board, and each Committee, and attendance at those meetings by Directors who held office during the Reporting Period, as well as information on each of the Committee members' qualifications and experience, is included in the *Directors' Report*.



**Owen Hegarty OAM**  
Non-executive Director  
Chair of the Board of Directors

**Peter Albert**  
Managing Director & CEO

## 1. About the Board continued

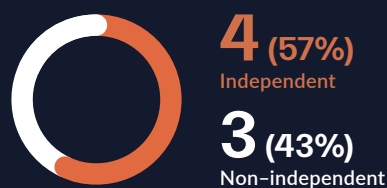
### 1.2 Composition of the Board

Mr Owen Hegarty OAM Appointed: 27 May 2021	<b>Non-executive Director and Chair of the Board</b> Formerly: Member of Sustainability Committee Formerly: Member of Remuneration & Nominations Committee
Mr Peter Albert Appointed: 27 May 2021	<b>Managing Director &amp; CEO</b>
Ms Fiona Robertson Appointed: 27 May 2021	<b>Independent Non-executive Director</b> Chair, Audit, Governance & Risk Committee Member, Sustainability Committee
Ms Jacqui McGill AO Appointed: 27 May 2021	<b>Independent Non-executive Director</b> Chair, Sustainability Committee Member, Audit, Governance & Risk Committee Member, Remuneration & Nominations Committee
Mr Martin Alciaturi Appointed: 27 May 2021	<b>Independent Non-executive Director</b> Chair, Remuneration & Nominations Committee Member, Audit, Governance & Risk Committee
Ms Tamara Brown Appointed: 17 April 2023	<b>Independent Non-executive Director</b> Member, Audit, Governance & Risk Committee Member, Sustainability Committee
Mr Francis 'Creagh' O'Connor Appointed: 17 April 2023	<b>Non-executive Director</b> Member, Remuneration & Nominations Committee

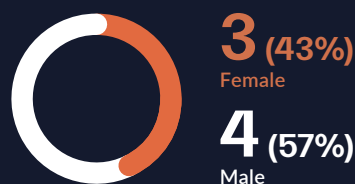
Further information regarding the background and experience of each of the Directors is included in the 2022 Annual Report.

### Board independence and diversity

#### Independence



#### Gender diversity



Independence and gender diversity shown reflects Board composition following the appointment of two new Directors in April 2023.

The Board continually assesses its size, composition and the mix of skills required to discharge the Board's responsibilities (refer to 'Board skills, performance and Director development' for further information).

In April 2023 the Board appointed Ms Brown (independent Non-executive Director) and Mr O'Connor (EMR Capital Nominee, Non-executive Director) increasing the size of the Board from five to seven Directors and further strengthening the collective Board skills with mining industry, corporate finance and commercial experience. The intention to make additional appointments was foreshadowed in 29Metals' Prospectus dated 21 June 2021 ('Prospectus') to occur contemporaneously to ensure a continuous majority of independent Non-executive Directors on the Board.

Each of Ms Brown and Mr O'Connor were appointed by the Board to fill casual vacancies. Pursuant to the Company's Constitution each of Ms Brown and Mr O'Connor will retire at the 2023 Annual General Meeting ('AGM') and being eligible, present for election by shareholders.

Each of the Directors are appointed under written terms which require Directors to confirm they have sufficient time to commit to fulfil their role as Directors.

All Directors successfully completed detailed background checks prior to appointment which include criminal history and bankruptcy checks (for each country in which they resided in over the past ten years).

## 1. About the Board continued

### 1.3 The role of the Remuneration & Nominations Committee on Board Composition

The Board has delegated responsibility to the Remuneration & Nominations Committee to provide advice and recommendations to the Board in relation to nominations for the re-election of Directors and the appointment of new Directors.

During the Reporting Period, the members of the Remuneration & Nominations Committee were Mr Alciaturi (Independent Non-executive Director and Committee chair), Ms McGill (Independent Non-executive Director) and Mr Hegarty (Non-executive Director). Post Reporting Period, and following the appointment of two new Directors in April 2023, the Board reviewed the composition of all of the standing Committees. Following that review, Mr O'Connor was appointed as a member of the Remuneration & Nominations Committee, replacing Mr Hegarty.

All Committee members, during the Reporting Period and as at the date of this Corporate Governance Statement, are Non-executive Directors, a majority of which the Board has assessed as being independent, including the chair of the Committee.

29Metals provides shareholders with all material information in its possession that may be relevant to a decision on whether or not to elect or re-elect a Director including the Director's biographical details and qualifications, whether the Board supports the election or re-election, whether the Board considers the Director to be independent, the term of office for nominees who are currently directors and any material adverse findings arising out of background checks undertaken for nominees who are to be elected or appointed as directors for the first time. This information is provided in the Notice of Meeting for each AGM of the Company.

Each of Ms Brown and Mr O'Connor will seek election as Directors at the 2023 AGM.

The Remuneration & Nominations Committee oversees the annual Board, Committee and Director performance review process, the Board development program and Director induction process (refer below), and provides advice and recommendations to the Board regarding Board and executive succession planning.

The Remuneration & Nominations Committee charter was reviewed during the Reporting Period to ensure that it remains relevant and effective. Following the 2022 review, updates to the Committee charter included formalising the interaction with the other standing Board Committees as it relates to setting targets for variable remuneration, and making recommendations to the Board in relation to Non-executive Director remuneration policies and practices.

### 1.4 Independence

Under its Charter, the Board intends that the majority of its members are Directors assessed by the Board as independent.

The Board is currently comprised of seven Directors, a majority of whom have been assessed by the Board as independent with reference to independence guidelines adopted by the Board which are attached to the Board Charter. During the Reporting Period, the Board comprised of five Directors, a majority of whom were assessed by the Board as independent.

The Non-executive Directors meet periodically without Management, including the Managing Director & CEO, present.

1. Information regarding the Relationship Deed is set out in sections 7.4 and 10.6.9 of the Prospectus.

### 1.5 The role of the Chair of the Board

The Board Charter sets out the role of the Chair. The role of the Chair of the Board and that of Managing Director & CEO are separate.

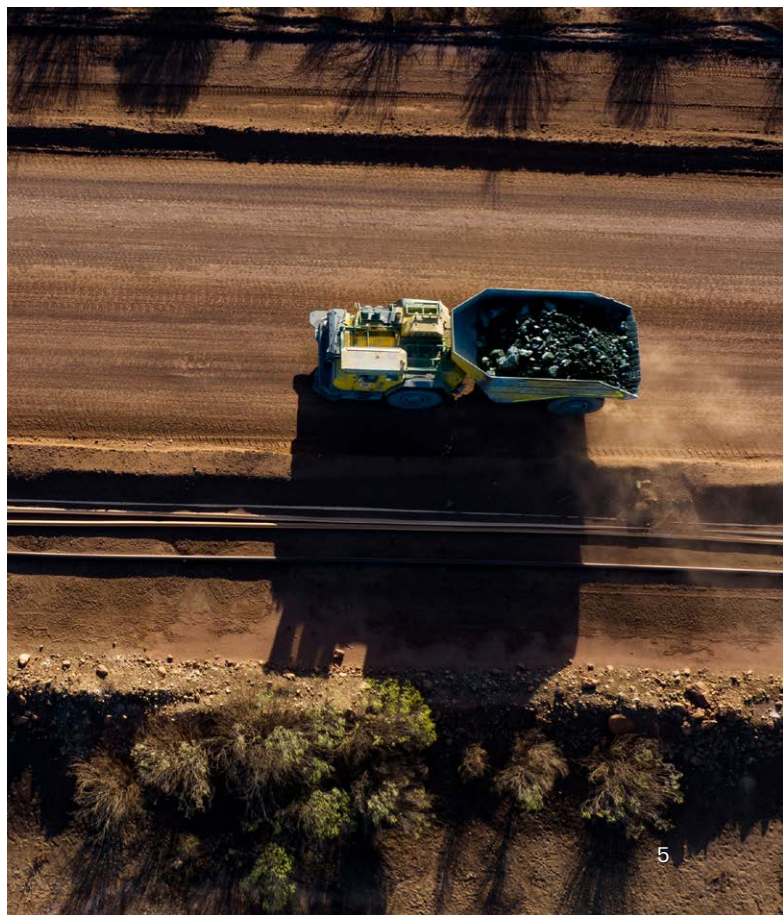
The role of the Chair is to ensure that the Board operates:

- effectively, and in accordance with the Board Charter and the Group's Values;
- to appropriate standards of corporate governance; and
- in a manner which encourages a culture of openness, collaboration and debate to foster a high-performing team.

The Chair, Owen Hegarty OAM, has been assessed by the Board to not be independent, on the basis that Mr Hegarty is a Director nominated by the EMR Capital Investors. The EMR Capital Investors hold, in the aggregate, an approximate 44.85% interest in the Company. Pursuant to the Relationship Deed<sup>1</sup> between the Company and the EMR Capital Investors, the EMR Capital Investors have a right to nominate up to two directors for so long as the EMR Capital Investors hold an aggregate relevant interest of more than 20% of the Company.

While Mr Hegarty is not assessed by the Board to be independent, having regard to Mr Hegarty's extensive experience in the mining industry and as a director of ASX-listed companies, and his particular knowledge of the Company's assets, the Board considers Mr Hegarty the best candidate on the Board to undertake the role as Chair of the Board of Directors.

The Independent Non-executive Directors meet without the Chair to consider matters where there is any actual or potential conflict of interest, and to discuss corporate governance matters and the proper functioning of the Board, as and when they consider it necessary or desirable.





## 1. About the Board continued

### 1.6 Board skills, performance and Director development

The Board is responsible for determining the skills and experiences required to perform the Board's role.

At least annually, the Board reviews its assessment of the skills and experiences necessary to discharge the Board's responsibilities. As part of that assessment, the Board has developed a skills matrix setting out the mix of skills, competencies, experience and diversity on the Board ('**Board Skills Matrix**'). The Board uses the Board Skills Matrix to identify areas which may need to be strengthened in the future having regard to the Company's strategic objectives and the business environment in which the Company operates (and is expected to operate in the future).

Skills, knowledge, experience and capabilities on the Board are identified using a self-assessment questionnaire where Directors are asked to rate their level of proficiency in each of the skills areas identified by the Board. Self-assessment ratings are reviewed annually by the individual Directors to ensure the Board Skills Matrix remains current and to ensure that the Board Skills Matrix incorporates any additional professional development/experience gained over the prior 12 months.

The Board Skills Matrix is also used by the Board to inform decisions on future appointments and to identify skills and experience that may be enhanced via development and training.

The Board considers the current collective mix of skills and experience on the Board to be appropriate to the needs of the Company. The chart to-right provides a summary of the current Board Skills Matrix.

The Board evaluates its performance, and the performance of each Committee and each Director (including the Chair of the Board), at least annually. Where the Board considers it necessary or desirable, the Board will engage an external party to undertake or coordinate the evaluation.

The Board Charter requires that:

- Board and Committee evaluations have regard to the collective nature of the Board or Committee's role, the balance of skills, expertise, knowledge of the Company and its business activities, diversity, and terms of the respective charter;
- the Board evaluates the performance of each Director standing for election or re-election (as the case may be) prior to making a recommendation to shareholders regarding his or her election or re-election;
- the evaluation of the Chair's performance is undertaken by the chair of the Audit, Governance & Risk Committee, in consultation with the other Directors; and
- the Chair undertakes the evaluation of the Managing Director & CEO's performance, in consultation with the other Non-executive Directors.

The annual performance evaluation of the Board, each Committee and each Director was undertaken for the Reporting Period by way of a questionnaire completed by each Director. Feedback was also obtained from the other executives regarding the interaction between the Board and Management.

#### Skill and Experience

##### Strategy



Experience at developing, implementing and delivering on strategy.

##### Senior leadership



Senior leadership experience.

##### Mining, resources & commodities



Experience in mining and resources with proven expertise in exploration, development, mine production, mineral processing, distribution of resource products, marketing and development of product and/or customer management strategies.

##### Stakeholder management



Experience in socially responsible development and engagement with investors, local communities, First Nations stakeholders, landholders, regulators, government, industry associations, the media and the general public.

##### Risk management



Experience in the identification, evaluation, assurance, monitoring and review of key business risks.

##### Technology, cyber security & IT



Experience in software, programming and data sourcing, analytics, enterprise resource planning, maintenance and storage, digital technology, digital marketing, cyber security, social media, emerging technology and technical innovation.

##### Sustainability & ESG (including Climate Change)



Experience in health, safety and wellbeing, the workplace environment, environmental management and sustainability, and community and other stakeholder engagement.

Possesses an understanding of the regulatory framework, employer and operator duties, climate-related threats and opportunities (including climate science, the transition to low carbon economy and public policy), and climate and sustainability-related reporting standards and guidance.

##### Financial acumen



Experience in accounting and finance, financial statements, assessing financial viability, capital management and financial planning, the preparation of budgets and plans, and funding strategies.

##### Corporate transactions



Experience in identifying and managing corporate transactions including setting strategic direction, undertaking due diligence and transaction execution. Corporate transactions includes debt and equity capital funding, restructuring transactions, and mergers, acquisitions and divestments.

- Directors with strong experience
- Directors with general experience

## 1. About the Board continued



The results of the Board performance review are also used to identify areas for continuing professional development for the Directors. Through the 2022 performance review, the Board has identified the following subject matters for continuing professional development in 2023:

- mineral concentrates marketing and commercial (mining industry specific); and
- Sustainability & ESG developments, including Sustainability & ESG reporting and climate change.

The performance review of other executives is undertaken by the Managing Director & CEO and feedback is obtained from each of the Non-executive Directors regarding the other executives' performance. Performance evaluations were undertaken during the Reporting Period in respect of the executives.

### 1.7 Director induction

All Directors are required to undergo an induction process designed to provide each Director with an appropriate level of knowledge and understanding of the Company's business and the relevant business environment, including the Company's governance framework, strategic objectives, risk profile, and operating and financial performance (among other things).

The Company has developed a comprehensive director induction program for newly appointed Directors which includes participating in meetings with Directors and senior Management and access to key subject matter documents (as applicable).

Each of Ms Brown and Mr O'Connor undertook induction training as part of their onboarding following appointment.

### 1.8 The role of the Company Secretary

The Company Secretary is accountable to the Board, through the Chair, for corporate governance matters and the proper functioning of the Board. This reporting line is enshrined in the Board Charter and the terms of appointment of the Company Secretary.

The appointment and removal of the Company Secretary is a matter reserved to the Board under the Company's Constitution and the Board Charter.

The Board Charter also provides that the Board, each Committee and each Director has unfettered access to the Company Secretary for advice.

The current Company Secretary is Clifford Tuck. Mr Tuck is the Chief Governance & Legal Officer for the Group. Under Mr Tuck's executive services agreement with the Company, Mr Tuck reports to:

- the Board, through the Chair, in relation to his role as Company Secretary; and
- the Managing Director & CEO in relation to his other executive accountabilities.

Information regarding Mr Tuck's professional qualifications, experience and executive accountabilities is set out in the *2022 Annual Report*.



## 2. The role of Management

The Board has delegated the powers and responsibilities required for the day-to-day management of the Company, other than certain matters expressly reserved to the Board, to the Managing Director & CEO, and, through the Managing Director & CEO, to senior Management.

The Managing Director & CEO's responsibilities include:

- executing and delivering against the Company's strategy and the annual plan and budget, approved by the Board;
- implementing the Company's corporate governance framework;
- implementing the Company's risk management framework, including ensuring that the Company undertakes business activities in accordance with the risk appetite set by the Board; and
- implementing systems and policies to promote the Group's vision, Values and culture.

## 3. Inclusion and diversity

29Metals is committed to promoting an inclusive workplace, reflecting the Company's Values of collaboration, excellence, accountability and mutual respect, where all people feel respected and valued, and embracing the benefits of diversity.

The Company's Inclusion & Diversity Policy details the inclusion and diversity principles which underpin 29Metals' commitment to inclusion and diversity.

The gender diversity across 29Metals' workforce as at 31 December 2022 is set out in the adjacent graphic.

The Company's Inclusion & Diversity Policy outlines the Company's commitment to setting meaningful and measurable inclusion and diversity objectives, and to report on progress against those objectives. The Remuneration & Nominations Committee is responsible for making recommendations to the Board regarding the Company's annual inclusion and diversity objectives, and for monitoring 29Metals' progress against those objectives.

Minor edits including updating linkages to 29Metals' Values and inclusion and diversity principles (including transparency on reporting) were made to the Inclusion & Diversity Policy following its review during the year to ensure that it continued to meet its intended purpose and objectives.

The Board has oversight regarding the authorities and powers delegated to Management via a formal Delegation of Management Authorities & Responsibilities Policy which sets out the level of authority at different management levels and matters requiring referral to the Board for final approval.

Each of the executives, including the Managing Director & CEO has a written executive services agreement with the Company ('ESA'). Key terms of the ESA's for each of the executives, including the Managing Director & CEO, are set out in the Company's *Remuneration Report* which is included in the *2022 Annual Report*.

### Gender diversity

#### Board<sup>1</sup>



#### Executives<sup>2</sup>



#### Management<sup>3</sup>



#### Whole workforce<sup>4</sup>



1. Includes two new Directors appointed to the Board in April 2023.
2. Excludes Managing Director & CEO (included in Board category).
3. Management roles, including Executives (including the Managing Director & CEO), General Manager, Group Manager and Manager.
4. Employees only, excludes Non-executive Directors.

Movements represent a change to 2021 gender diversity data as reported in 29Metals' 2021 Corporate Governance Statement.

### 3. Inclusion and diversity continued

#### Progress on 2022 objectives

The Company's progress against the inclusion and diversity objectives set for the 12-month period 1 April 2022 to 31 March 2023 is summarised in the table below.

Objective	Target	Progress
<b>Gender diversity on the Board of Directors</b>	<ul style="list-style-type: none"> <li>Maintain no less than 30% representation of each gender on the Board</li> </ul>	<ul style="list-style-type: none"> <li>During the Reporting Period, 29Metals maintained a minimum 30% representation of each gender on the Board.</li> </ul>
<b>Improve female participation in 29Metals' workforce</b>	<ul style="list-style-type: none"> <li>Year-on-year increase in the percentage of female participation</li> </ul>	<ul style="list-style-type: none"> <li>During the Reporting Period, the total number of females in 29Metals' employed workforce increased, however, the relative proportion of female participation remained broadly flat.</li> </ul>
<b>Increase transparency of gender diversity performance</b>	<ul style="list-style-type: none"> <li>Commence Workplace Gender Equality Agency reporting including completion of gender pay-gap analysis</li> </ul>	<ul style="list-style-type: none"> <li>2022 reporting to the Workplace Gender Equality Agency was completed.</li> <li>As part of 29Metals' annual remuneration review conducted mid-2022, an internal assessment of gender pay equity was undertaken with no findings of patterned or systemic differentiation of pay between genders.</li> </ul>
<b>Increase engagement with the 29Metals workforce regarding inclusion and diversity matters</b>	<ul style="list-style-type: none"> <li>Establish a Diversity Working Group with representation from across the workforce, to provide advice and recommendations regarding workplace inclusion and diversity improvement opportunities and strategies</li> </ul>	<ul style="list-style-type: none"> <li>29Metals established InDiVisible, the workforce-led working group tasked with identifying opportunities to promote inclusivity in our workplaces and diversity in the workforce.</li> <li>Progress against 29Metals' 2022 <i>Safe and Inclusive Workplace</i> priorities, including via InDiVisible, are reported in 29Metals' quarterly reports.</li> </ul>
<b>Identify barriers to inclusion and diversity in 29Metals workplaces</b>	<ul style="list-style-type: none"> <li>Conduct a whole of workforce survey to identify issues and opportunities for inclusion and diversity improvement</li> <li>Develop a gap analysis and action plan based on the results</li> </ul>	<ul style="list-style-type: none"> <li>The annual workplace engagement survey was undertaken in 2022 with participation in the voluntary survey increasing year-on-year. The survey included questions relating to workplace culture, and inclusion and diversity. Responses and feedback will be used by 29Metals to inform actions and priorities to enhance inclusion and diversity at 29Metals.</li> </ul>
<b>Improve understanding of current diversity across 29Metals' workforce</b>	<ul style="list-style-type: none"> <li>Establish a clear baseline understanding of the Company's workforce (employees and contractors) diversity to inform future actions and objectives</li> </ul>	<ul style="list-style-type: none"> <li>29Metals continues to identify and implement processes to capture additional diversity metrics (in addition to gender diversity) across the Group, including from its contractors.</li> </ul>
<b>Improve cultural awareness</b>	<ul style="list-style-type: none"> <li>Refresh and roll out cultural awareness training, in consultation with local First Nations stakeholders</li> <li>Training to be successfully completed by all employees and contractors at superintendent level or above across 29Metals</li> </ul>	<ul style="list-style-type: none"> <li>Cultural awareness training at the Company's offices located in Perth, Brisbane and Melbourne was rolled out.</li> <li>Training at the Golden Grove Mine was undertaken as a combination of face-to-face training run by local First Nations, and targeted on-line courses. All personnel at superintendent level or above completed the training.</li> <li>Work to develop a training program in consultation with Capricorn Copper's local First Nations people continues and will be rolled out at the appropriate time, recognising the current suspension of operations resulting from the extreme weather event occurring in March 2023.</li> </ul>

#### 2023 objectives

The Company has set the following inclusion and diversity objectives for the 12-month period 1 April 2023 to 31 March 2024:

Objective	Target
<b>Improve female participation as a proportion of total 29Metals' workforce</b>	<ul style="list-style-type: none"> <li>Increase number of female applicants year-on-year.</li> <li>Undertake workplace culture training with a specific focus on addressing unconscious bias to be successfully completed by all employees at supervisor level or above.</li> </ul>
<b>Continue to identify and address inclusion and diversity barriers</b>	<ul style="list-style-type: none"> <li>Complete development of gap analysis and action plan following feedback received from 2022 workplace survey.</li> <li>Undertake physical barriers audit at each minesite.</li> </ul>
<b>Improve number of women in leadership roles</b>	<ul style="list-style-type: none"> <li>Establish and implement development and succession plans with at least 50% of female employees employed at superintendent levels and above.</li> <li>10% increase year-on-year of number of women in superintendent levels or above.</li> </ul>
<b>Improve cultural competency</b>	<ul style="list-style-type: none"> <li>Build upon the foundations established in 2022, with the objective of achieving and maintaining appropriate cultural competency in all roles at superintendent level or above over the coming two-to-three years.</li> </ul>

## 4. Values and culture

29Metals has developed and adopted a suite of corporate governance policies that enshrine the 29Metals' Values and clearly outline the behaviours and conduct expected in 29Metals' workplace and when representing 29Metals.

**Our Values – What we will expect of each other and what others can expect of us**



# T

### Transparency

We will communicate openly and clearly with each other, our shareholders, regulatory stakeholders, business partners and the community



# E

### Excellence

We will strive for excellence in all that we do through a focused approach on mining fundamentals and a commitment to sustainability



# A

### Accountability

We will do what we say we will do. We will drive personal ownership and accountability across all levels of the Company, ensuring that we all understand the role we play in the success of 29Metals



# M

### Mutual Respect

We will embrace diversity and deeply respect the differences and different perspectives of our workforce, our stakeholders and the community. We will earn the respect of our stakeholders and the community through our actions



# S

### Safety First

Safety is non-negotiable – always front of mind in everything we do



# TEAMS

The keystone of our Values – collaboration – across our workforce, with the community and our other stakeholders



## 4. Values and culture continued

An overview of 29Metals' Code of Conduct and the corporate governance policies that outline the approach to doing business and behaviours 29Metals expects from its directors, officers and broader workforce is set out below. As outlined, these policies include mechanisms for raising concerns regarding unlawful conduct and behaviours that do not meet 29Metals' standards.

### Code of Conduct

The Code of Conduct enshrines 29Metals' Values, outlines the way 29Metals works and confirms 29Metals' expectations of personnel in 29Metals' workplaces.

The standards of conduct set out in the Code of Conduct apply both within the workplace and in any 29Metals business-related situation, including outside working hours or at locations other than 29Metals' workplaces.

The Remuneration & Nominations Committee oversees the Code of Conduct, and the Audit, Governance & Risk Committee is responsible for overseeing the Company's systems and processes for detecting, reporting and preventing fraud and breaches of Company policies and the law.

### Workplace Behaviour

29Metals is committed to promoting a work environment where all workplace participants are treated fairly and with respect, and free from inappropriate workplace behaviours, including unlawful discrimination, harassment, vilification and bullying.

The Policy aims to bring awareness to all workplace participants that unlawful discrimination, harassment, vilification and bullying may also breach equal opportunity ('EEO') and anti-discrimination laws in the jurisdictions where 29Metals undertakes its business.

The Policy also outlines grievance procedures that may be taken if a workplace participant feels that they have been subjected to any form of unlawful conduct contrary to EEO laws or the Policy.

### Whistleblower

The Policy is designed to promote and reinforce the Company's commitment to honest and ethical behaviour. The Policy sets out the processes established by 29Metals for reporting unethical or unlawful behaviour, and other reportable conduct, its investigation process, and how 29Metals will support and protect persons who make a report under the Policy.

The Audit, Governance & Risk Committee oversees the Whistleblower Policy; the performance of the Company's third-party whistleblower service, including the appropriate reporting, investigation and, as applicable, close out of claims/complaints made; and amendments to the Policy.



### Inclusion & Diversity

Refer to section 3 (above).

### Anti-Bribery & Corruption

29Metals is committed to conducting its business activities with integrity and prohibits bribery and corruption, in any form, whether direct or indirect, and whether in the private or public sector, anywhere in the world.

29Metals will implement risk-proportionate measures to prevent bribery and corruption by any director, employee, contractor or third party representing or providing services for or on behalf of 29Metals; and will, at a minimum, comply with all applicable laws, regulations and standards (including ABC Laws) or, where internal policies require a higher standard, will apply and comply with such higher standard.

The Audit, Governance & Risk Committee oversees the Anti-Bribery & Corruption Policy and the Group's policies, systems and processes for detecting, reporting and preventing fraud and breaches of Company policies and the law.

All 29Metals employees have access to these policies and are required to undertake training in relation to the policy requirements at least annually.

The key corporate governance policies are subject to annual or periodic review by the Company to assess whether they continue to meet their purpose and objectives in the context of (among other things) applicable standards, relevant regulatory requirements, governance expectations of shareholders and other market participants and community expectations (as the case may be). Following the 2022 review, minor updates were made to the abovementioned policies.



Copies of the updated Policies are available on 29Metals' [website](#)

## 5. Financial reporting and disclosure

### 5.1 Integrity of financial reporting

**29Metals recognises the importance of providing accurate, relevant and useful financial information to 29Metals' shareholders and other stakeholders.**

This requires efficient and effective structures that support transparency and independent judgement over the financial reporting process.

The Audit, Governance & Risk Committee is responsible for assisting the Board to discharge its responsibilities in relation to overseeing the:

- integrity and quality of the Group's statutory and other public financial reporting;
- Group's financial reporting systems and processes, including financial controls;
- Group's external and internal audit programs;
- Group's systems and processes for the management of risk;
- Group's systems and processes for monitoring and maintaining compliance with the Group's legal and regulatory obligations; and
- Group's corporate governance framework, including core corporate governance policies.

During the Reporting Period, the members of the Audit, Governance & Risk Committee were Ms Robertson (Independent Non-executive Director and Committee chair), Ms McGill (Independent, Non-executive Director) and Mr Alciaturi (Independent, Non-executive Director). Post Reporting Period, Ms Brown was appointed as a member of the Audit, Governance & Risk Committee.

The Audit, Governance & Risk Committee charter was reviewed to ensure that it remains relevant and effective. Following the 2022 review, updates to the Committee charter included expanding the remit of the Committee to include oversight of cyber resilience and cyber risk management, tax governance and tax reporting and delegated authorities for the approval of external and internal audit engagement including fees and audit plans.

Prior to making a recommendation to the Board regarding financial reporting, the Committee reviews a declaration from the Managing Director & CEO and the Chief Financial Officer ('CFO') that, in their opinion:

- the financial records of 29Metals have been properly maintained; and
- the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position of the Company,

and that the opinion has been formed on the basis of a sound system of risk management and internal controls which are operating effectively.

Such a declaration from the Managing Director & CEO and the CFO was provided prior to the Board approving the Company's Appendix 4D and Half-Year Financial Report for the six-months ended 30 June 2022 and Appendix 4E and Annual Financial Report for the 12-months ended 31 December 2022.

29Metals prepares and discloses certain reports and other information which are not the subject of independent external audit, including the half-year and full year Directors' reports, quarterly reports and the *Sustainability & ESG Report*.

The role of the Audit, Governance & Risk Committee also includes providing advice and recommendations to the Board in relation to the Group's processes to safeguard the integrity of unaudited information publicly disclosed by the Group.

The process that 29Metals follows to verify the content of any public reporting that is not audited or reviewed by the independent external auditor, varies depending on the nature of the report. Examples of the verification steps taken include:

- review by the Managing Director & CEO, and other executives, including the Chief Governance & Legal Officer, based on matters as known to them and with reference to source documentation;
- verification "tick-and-tie" back to source documentation derived from the Company's information and financial management systems;
- review and comparison to information previously published by the Company;
- written confirmation from relevant drafting contributors confirming that information within the report is supported by source documentation;
- review of final draft publications by the Committees for subject matter within the remit of each Committee pursuant to their respective charters; and
- review and, where applicable, approval by the Board (including where approval of the information is reserved to the Board).

### 5.2 Disclosure and communications

**29Metals is committed to observing its disclosure obligations under the ASX Listing Rules and the Corporations Act.**

The Company's Disclosure & Communications Policy establishes procedures and processes aimed at ensuring that all 29Metals personnel who have access to sensitive information understand how to identify and escalate information to enable it to be assessed for the purposes of the Company's disclosure obligations, and also to understand the nature and importance of the Company's disclosure obligations.

Under the Policy, personnel in nominated roles are required to actively monitor business performance and developments, within their respective areas of management or functional accountability, to identify information that may be sensitive information warranting disclosure under the Company's continuous disclosure obligations. The Executive Leadership Team has the responsibility for assessing information to determine if disclosure is required or desirable.

As a standing agenda item at each Board meeting, the Directors consider whether or not there is any information (including any matters reported to or discussed at the Board meeting) that warrant disclosure to the market.

The Executive Leadership Team also meets regularly to discuss business performance and developments. Any member of the Executive Leadership Team may convene a meeting of the group to discuss urgent disclosure considerations.

The Board is provided with drafts of all material market releases and reports, other than administrative reporting, for review prior to release, and the Company Secretary ensures Directors receive copies of material market announcements upon release.

Minor edits were made to the Disclosure & Communications Policy following its review during the year to ensure that it continued to meet its intended purpose and objectives.



## 6. Engaging with shareholders



29Metals is committed to ensuring that shareholders have access to fulsome and timely information regarding the Company, its performance and its corporate governance arrangements, and to providing shareholders with opportunities to engage meaningfully with the Company.

29Metals' website provides ready access to information about the Company, the Board, the executives and senior Management, 29Metals' corporate governance practices, and 29Metals' business activities and performance. The Company's website includes a dedicated investor area providing information about the Company's share price performance and access to ASX announcements, financial and other reports, and investor presentations (including presentation materials for investor events which are disclosed to the ASX prior to the presentation).

29Metals welcomes interested parties to subscribe, via the Investor page, to receive email alerts regarding ASX announcements by the Company.

The Company shares information with shareholders primarily via announcements released to the ASX, quarterly, half and full year reporting, and shareholder meetings.

After the release of its quarterly reports, half year and annual results, 29Metals conducts a results conference call and webcast. All shareholders are welcome to participate in the results conference call and have the opportunity to hear an update from 29Metals' Management and participate in the question and answer forum. Copies of the webcasts are also made available on 29Metals' website for future reference. Advance notice providing details on how to join the investor briefings are released to the ASX during the relevant reporting months – January, February, April, July, August and October.

Shareholders also have the ability to contact 29Metals or its share registry directly, either by phone or email, with any questions regarding their shareholdings.

Investors and potential investors are encouraged to contact 29Metals' investor relations team with any questions regarding announcements released by the Company via the contact details provided on the announcement.

Each year, 29Metals holds an Annual General Meeting ('AGM') of the Company's shareholders. Full details of the business of the meeting is set out in the Notice of Meeting which is lodged on the ASX announcements platform and made available to all shareholders.

A dedicated AGM page is available to investors to access AGM key materials both prior to and post-AGM.

Shareholders also have the opportunity to attend the AGM (which may be held in person, virtually or a combination of both), ask questions, make comments and participate in voting.

All substantive resolutions considered at the Company's AGM are decided by poll.



## 7. Risk management

### 7.1 Risk management framework

The Board recognises that the identification, evaluation and management of business risks and opportunities is critical to a sustainable and successful business.

Ultimate responsibility for risk management at 29Metals rests with the Board.

The Board's standing Committees each play a role in supporting the Board to discharge its responsibilities regarding risk management.

The Audit, Governance & Risk Committee assists the Board in its oversight of the Group risk management framework, including how Management is managing material business risks. The risk management framework is regularly reviewed by the Audit, Governance & Risk Committee to ensure that it is appropriate to 29Metals' business operations and the risk appetite set by the Board.

The Committee's responsibilities in respect of risk management under its charter are to provide advice and recommendations to the Board in relation to:

- the adequacy and effectiveness of the Group's risk management framework, including:
  - management systems and processes for identifying, evaluating, mitigating and monitoring material business risks and opportunities; and
  - the Group's Risk Management Policy and risk appetite.
- public disclosures regarding material business risks; and
- the adequacy of the Company's insurance program, including annual insurance renewal proposals and Management's recommendations regarding insured risks, the level of indemnity and uninsured risks.

The other standing Committees – the Sustainability Committee and the Remuneration & Nominations Committee – support the Audit, Governance & Risk Committee, and ultimately the Board, by providing advice and recommendations regarding the business risks within their respective Committee remit.<sup>1</sup>

### 7.2 Internal controls

The Audit, Governance & Risk Committee is also responsible for providing advice and recommendations to the Board in relation to:

- the scope and adequacy of the Group's internal controls framework; and
- the performance of the Group's internal audit function, including:
  - the appointment or removal of the internal auditor; and
  - the independence of the internal audit function.

To-date, 29Metals has adopted a bespoke approach to internal audit, engaging an external party to undertake internal audit services in relation to subject matter and priorities determined by the Audit, Governance & Risk Committee. The Committee is responsible for overseeing the engagement of the internal audit services provider and the results of internal audit services are presented to the Committee. Where applicable, Management reports back to the Committee regarding actions implemented to address findings from internal audit services.

### 7.3 Sustainability & ESG risks

Sustainability & ESG is not something we do, it is part of everything we do.

Information about 29Metals' exposure and management of material risks, including environmental and social risks, are contained in the Company's financial reporting.

29Metals annually prepares a *Sustainability & ESG Report* which provides detailed information regarding material sustainability and ESG matters.



The Sustainability Committee assists the Board in relation to the Group's performance and management of risks in relation to health and well-being, safety, the environment (including, action on climate change and the management of tailings), community and social engagement, human rights and security.

During the Reporting Period, the members of the Sustainability Committee were Ms McGill (Independent Non-executive Director and Committee chair), Ms Robertson (Independent Non-executive Director) and Mr Hegarty (Non-executive Director). Post Reporting Period, Ms Brown was appointed as a member of the Sustainability Committee, replacing Mr Hegarty.

The Sustainability Committee charter was reviewed during the Reporting Period to ensure that it remains relevant and effective. Following the 2022 review, updates to the Committee charter included community and social engagement oversight, making recommendations to the Board and tracking progress of climate change targets, and the recognition of an overlap in the remits of the other standing Board committees in relation to management of Sustainability & ESG risk and linking Sustainability & ESG (including climate change) targets with variable remuneration.

1. As described in this Corporate Governance Statement, the charters of the standing Board Committees were reviewed and updated to formally recognise the interaction between the Committees in areas of overlap of responsibilities and a commitment to work together to ensure the discharge of their respective responsibilities.

## 8. Remuneration

### 8.1 Overview

29Metals' remuneration framework is founded on the key principles: attracting and retaining talented, high performing personnel; ensuring that remuneration outcomes encourage high performance and reward performance that is consistent with 29Metals' Values and culture; and ensuring that remuneration outcomes are aligned to shareholder value.

29Metals' remuneration strategy and principles are detailed in the *Remuneration Report*.

The Remuneration & Nominations Committee assists the Board in relation to remuneration matters, including:

- the Group's remuneration strategy and the remuneration framework generally;
- the Group's performance-based and 'at risk' remuneration arrangements, including eligibility, performance hurdles and conditions, and the terms applicable to any grant or award;
- remuneration outcomes for the Managing Director & CEO and the Managing Director & CEO's direct reports, including annual remuneration review and awards;
- the Company's annual *Remuneration Report* to shareholders;
- the engagement of external remuneration consultants to provide advice to the Board in relation to remuneration matters (including benchmarking); and
- the Company's disclosures regarding remuneration matters.

The Company clearly distinguishes the structure of Non-executive Director remuneration and that of Management (including executives):

- Non-executive Directors receive director and committee fees and do not participate in performance-based remuneration or incentive programs; and
- Executives receive a base salary and are eligible to participate in the Company's performance-based and 'at risk' remuneration components – comprising short-term and long-term incentive plans – as detailed in the *Remuneration Report*.

The Board has established a Non-executive Director Salary Sacrifice Share Plan ('**NED Share Plan**') under which eligible Non-executive Directors salary sacrifice \$40,000 of fees annually to acquire shares in the Company. The NED Share Plan provides a mechanism for Non-executive Directors to build a minimum shareholding in the Company, aligning Directors' interests with that of shareholders (refer to 'Equity ownership by Directors and Executives' for further information, below).

Shares issued to participating Non-executive Directors under the NED Share Plan are subject to:

- for continuing Non-executive Director, a two-year trading lock commencing on the date of issue; and
- in the case of a participating Non-executive Director that ceases to be a Director before the end of a relevant holding lock, a trading lock ending on the earlier of two years after the date of issue and the first anniversary of the date on which the Director ceases to hold office.

The NED Share Plan currently operates over a three-year period from 2022 and is available in respect of future eligible Non-executive Directors, where appointed prior to May 2025.

### 8.2 Remuneration reporting

29Metals publishes detailed information regarding its remuneration strategy and remuneration outcomes for key management personnel (including all Directors), in its *Remuneration Report*.

### 8.3 Equity ownership by Directors and Executives

29Metals encourage Directors and all employees to hold interests in shares in the Company to enhance alignment with the interests of shareholders.

The Company has established a minimum shareholding policy for Non-executive Directors and executives. Under the policy:

- Non-executive Directors are required to hold and maintain a minimum shareholding in 29Metals equal in value to their respective annual fees. Each Non-executive Director is required to acquire the minimum holding within a period of no more than four (4) years after the date of their initial appointment; and
- Executives must acquire and maintain a minimum shareholding in the Company equal in value to at least 50% of the relevant executive's total fixed remuneration. Each executive has a period of up to four (4) years after the date of commencement in an executive role with the Company to acquire the minimum shareholding.

Details of the interests in 29Metals shares held by Directors and executives is disclosed in the *Remuneration Report*.

### 8.4 Securities Dealings Policy

29Metals' Securities Dealings Policy regulates dealings in 29Metals securities by Directors and employees, and certain other persons including close associates.

The Securities Dealings Policy also seeks to assist employees to understand and comply with insider trading prohibitions under Australian law.

The Policy imposes more onerous restrictions on trading by persons who have greater insights into, and access to, sensitive information by virtue of their role at 29Metals.

It also imposes the following additional prohibitions:

- the Policy establishes blackout periods during which dealings in 29Metals' shares by 29Metals personnel (including the Directors and close associates) is generally prohibited. The blackout periods are linked to 29Metals' periodic reporting dates (including quarterly reporting, and half and full year financial reporting);
- the use of hedging or derivatives (such as caps, collars, warrants or similar products) or other products which alter the economic benefit or risk derived in relation to any 29Metals securities held by or on behalf of 29Metals directors, employees, contractors and consultants;
- funding arrangements where the lender is granted the power to sell or compel the sale of 29Metals securities. Such funding arrangements may include margin lending where 29Metals securities act as security against a loan;
- short term trading – dealing in the same securities in a six-month period unless prior clearance has been obtained (excluding securities issued as a result of vesting of performance rights under a 29Metals incentive plan); and
- short selling – transactions involving 29Metals securities that are, or might reasonably be perceived to be, speculating on a decline in the price of 29Metals securities in the future.

Minor edits were made to the Securities Dealings Policy following its review during the year to ensure that it continued to meet its intended purpose and objectives.

### Approved by the Board of Directors

This 2022 Corporate Governance Statement has been approved by the 29Metals Board and is current as at 17 April 2023.

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

29Metals Limited ('29Metals' or the 'Company')

ABN/ARBN

95 605 096 094

Financial year ended:

31 December 2022

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.29metals.com/about/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 17 April 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: 28 April 2023

Name of authorised officer  
authorising lodgement: Clifford Tuck, Company Secretary

<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 <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>
<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 copy of the 29Metals <i>Board Charter</i> is available on 29Metals' website at <a href="https://www.29metals.com/about/corporate-governance">https://www.29metals.com/about/corporate-governance</a> .	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<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 <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>
1.5	<p>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"/> and we have disclosed a copy of our diversity policy at:</p> <p>A copy of 29Metals' <i>Inclusion &amp; Diversity Policy</i> is available on 29Metals' website at <a href="https://www.29metals.com/about/corporate-governance">https://www.29metals.com/about/corporate-governance</a>.</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>in 29Metals' 2022 Corporate Governance Statement a copy of which is available on 29Metals website at <a href="https://www.29metals.com/about/corporate-governance">https://www.29metals.com/about/corporate-governance</a>.</p> <p>and if we were included in the S&amp;P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose 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:</p> <p>Refer to section 1.6 of 29Metals' 2022 Corporate Governance Statement, a copy of which accompanies this Appendix 4G'.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>A performance evaluation was undertaken in the reporting period. Refer to section 1.6 of 29Metals' 2022 Corporate Governance Statement, a copy of which accompanies this Appendix 4G.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>Refer to section 1.6 of 29Metals' 2022 Corporate Governance Statement, a copy of which accompanies this Appendix 4G'.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>Refer to section 1.6 of 29Metals' 2022 Corporate Governance Statement, a copy of which accompanies this Appendix 4G'.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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"/> [If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>A copy of the charter for the 29Metals <i>Remuneration &amp; Nominations Committee</i> is available on 29Metals' website at <a href="https://www.29metals.com/about/corporate-governance">https://www.29metals.com/about/corporate-governance</a>.</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>Information regarding the members of 29Metals' <i>Remuneration &amp; Nominations Committee</i>, the meetings of the Committee held during the reporting period, and Committee members' attendance at those meeting is set out in 29Metals' Directors' Report for the year ended 31 December 2022, a copy of which is included in 29Metals' 2022 Annual Report (refer to pages 74 – 77 of the Annual Report). A copy of 29Metals' 2022 Annual Report is available via 29Metals' website at <a href="https://www.29metals.com/investors">https://www.29metals.com/investors</a>.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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"/> and we have disclosed our board skills matrix at:</p> <p>29Metals' Board Skills Matrix is included in the Company's 2022 Corporate Governance Statement (refer to section 1.6), a copy of which accompanies this Appendix 4G.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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>
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, 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 (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at:  Refer to section 1.2 of 29Metals' 2022 Corporate Governance Statement, a copy of which accompanies this Appendix 4G.  and, where applicable, the information referred to in paragraph (b) at:  Not applicable.  and the length of service of each director at:  Refer to section 1.2 of 29Metals' 2022 Corporate Governance Statement and page 72 of the 29Metals 2022 Annual Report, a copy of which is available on 29Metals' website at <a href="https://www.29metals.com/investors">https://www.29metals.com/investors</a> .	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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 type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement 29Metals' Chair is not the same person as 29Metals' Managing Director & CEO. 29Metals' Chair is not an independent non-executive director. Refer to section 1.5 of 29Metals' 2022 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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

## 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 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: 29Metals' <i>Values</i> are set out on 29Metals' website at <a href="https://www.29metals.com/about">https://www.29metals.com/about</a> . 29Metals' <i>Values</i> are also set out in the Company's 2022 Annual Report and 2022 Corporate Governance Statement, copies of which are also available on 29Metals' website.	<input type="checkbox"/> set out in our Corporate Governance Statement
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 copy of 29Metals' <i>Code of Conduct</i> is available via 29Metals' website at <a href="https://www.29metals.com/about/corporate-governance">https://www.29metals.com/about/corporate-governance</a> .	<input type="checkbox"/> set out in our Corporate Governance Statement
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 copy of 29Metals' <i>Whistleblower Policy</i> is available via 29Metals' website at <a href="https://www.29metals.com/about/corporate-governance">https://www.29metals.com/about/corporate-governance</a> .	<input type="checkbox"/> set out in our Corporate Governance Statement
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 copy of 29Metals' <i>Anti-bribery &amp; Corruption Policy</i> is available via 29Metals' website at <a href="https://www.29metals.com/about/corporate-governance">https://www.29metals.com/about/corporate-governance</a> .	<input type="checkbox"/> set out in our Corporate Governance Statement



## 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><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>A copy of the Charter for the 29Metals <i>Audit, Governance &amp; Risk Committee</i> is available via 29Metals' website at <a href="https://www.29metals.com/about/corporate-governance">https://www.29metals.com/about/corporate-governance</a>.</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>Information regarding the members of 29Metals' <i>Audit, Governance &amp; Risk Committee</i>, the meetings of the Committee held during the reporting period, and Committee members' attendance at those meeting is set out in 29Metals' Directors' Report for the year ended 31 December 2022, a copy of which is included in 29Metals' 2022 Annual Report (refer to pages 74 – 77 of the Annual Report). A copy of 29Metals' 2022 Annual Report is available via 29Metals' website at <a href="https://www.29metals.com/investors">https://www.29metals.com/investors</a>.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
4.3	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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

## 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 copy of 29Metals' <i>Disclosure &amp; Communications Policy</i> is available via 29Metals' website at <a href="https://www.29metals.com/about/corporate-governance">https://www.29metals.com/about/corporate-governance</a> .	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<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:  29Metals has dedicated <i>About us</i> and <i>Corporate Governance</i> pages on its website at <a href="https://www.29metals.com/about">https://www.29metals.com/about</a> and <a href="https://www.29metals.com/about/corporate-governance">https://www.29metals.com/about/corporate-governance</a> .	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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 at:  Information regarding how 29Metals facilitates and encourages participation at meetings of security holders is set out in section 6 of 29Metals' 2022 Corporate Governance Statement, a copy of which accompanies this Appendix 4G.	<input type="checkbox"/> set out in our Corporate Governance Statement

## 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>
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<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><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>A copy of the Charter for the 29Metals <i>Audit, Governance &amp; Risk Committee</i> is available via 29Metals' website at <a href="https://www.29metals.com/about/corporate-governance">https://www.29metals.com/about/corporate-governance</a>.</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>Information regarding the members of 29Metals' <i>Audit, Governance &amp; Risk Committee</i>, the meetings of the Committee held during the reporting period, and Committee members' attendance at those meeting is set out in 29Metals' Directors' Report for the year ended 31 December 2022, a copy of which is included in 29Metals' 2022 Annual Report (refer to pages 74 – 77 of the Annual Report). A copy of 29Metals' 2022 Annual Report is available via 29Metals' website at <a href="https://www.29metals.com/investors">https://www.29metals.com/investors</a>.</p>	<input type="checkbox"/> set out in our Corporate Governance Statement



## 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>
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"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p>Refer to section 7 of 29Metals' 2022 Corporate Governance Statement, a copy of which accompanies this Appendix 4G. Further information is also provided in 29Metals' <i>Sustainability &amp; ESG</i> reporting in which is set out on pages 18 – 47 of 29Metals' 2022 Annual Report, a copy of which is available on 29Metals' website at <a href="https://www.29metals.com/investors">https://www.29metals.com/investors</a>.</p>	<p><input type="checkbox"/> set out 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"/> <i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>Information regarding internal audit at 29Metals is set out in section 7.2 of 29Metals' 2022 Corporate Governance Statement, a copy of which accompanies this Appendix 4G.</p>	<p><input type="checkbox"/> set out 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>
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"/> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p>Information regarding 29Metals' exposure to material environmental and social risks is set out in 29Metals' Directors' Report for the year ended 31 December 2022, a copy of which is included in 29Metals' 2022 Annual Report (refer to pages 98 – 103 of the Annual Report).</p> <p>Additional information regarding material environmental and social risks is included in 29Metals' <i>Sustainability &amp; ESG</i> reporting which is set out in pages 18 – 47 of the Annual Report).</p> <p>A copy of 29Metals' 2022 Annual Report is available on the Company's website at <a href="https://www.29metals.com/investors">https://www.29metals.com/investors</a>.</p> <p>Additional information regarding 29Metals' exposure to environmental and social risks is set out in the 29Metals Prospectus dated 21 June 2021 (a copy of which was released to the ASX announcements platform on 2 July 2021), which is also available on 29Metals' website at <a href="https://www.29metals.com/investors">https://www.29metals.com/investors</a>.</p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p>Refer above.</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

## 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"/> [If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>A copy of the charter for the 29Metals Remuneration &amp; Nominations Committee is available on 29Metals' website at <a href="https://www.29metals.com/about/corporate-governance">https://www.29metals.com/about/corporate-governance</a>.</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>Information regarding the members of 29Metals' Remuneration &amp; Nominations Committee, the meetings of the Committee held during the reporting period, and Committee members' attendance at those meeting is set out in 29Metals' Directors' Report for the year ended 31 December 2022, a copy of which is included in 29Metals' 2022 Annual Report (refer to pages 74 – 77 of the Annual Report). A copy of 29Metals' 2022 Annual Report is available via 29Metals' website at <a href="https://www.29metals.com/investors">https://www.29metals.com/investors</a>.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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 at:</p> <p>Information regarding 29Metals' remuneration policies and practices for non-executive directors, executive directors, and other senior executives is set in 29Metals' Remuneration Report for the year ended 31 December 2022, a copy of which is included in 29Metals' 2022 Annual Report (refer to pages 106 – 130). A copy of 29Metals' 2022 Annual Report is available on the Company's website at <a href="https://www.29metals.com/investors">https://www.29metals.com/investors</a>.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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>
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"/> and we have disclosed our policy on this issue or a summary of it at: A copy of 29Metals' <i>Securities Dealings Policy</i> is available via 29Metals' website at <a href="https://www.29metals.com/about/corporate-governance">https://www.29metals.com/about/corporate-governance</a>.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>