

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

De Grey Mining Limited

ABN/ARBN

ABN 65 094 206 292

Financial year ended:

30 June 2024

Our corporate governance statement¹ for the period above can be found at:²

☐ These pages of our annual report:

☒ This URL on our website: <https://degreymining.com.au/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 30 August 2024 and has been approved by the Board.

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

Date: 30 August 2024



Name of authorised officer
authorising lodgement:

Glenn Jardine, Managing Director

¹ "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.

² 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.

³ 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, ⁴ 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: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
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"/> The Board Charter is available on De Grey Mining's website at: https://degreymining.com.au/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <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 OR <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 OR <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 OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ 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/").

⁵ 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, ⁴ we have followed the recommendation in full for the whole 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: ⁵
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&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"/> De Grey Mining's Inclusion and Diversity Policy is available for viewing at the company's website at: https://degreymining.com.au/corporate-governance/</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> <p><u>Commentary on ASXCGP 1.5(c):</u></p> <p>During the reporting period, the Board did not meet the 30% of women target for the Board's gender diversity.</p> <p>The Company's approach to filling existing Board vacancies or new positions has been to recruit from a diverse pool of Director candidates and identify factors in recruitment and selection processes that encourage diversity of skills and thought.</p> <p>Board Diversity – Ms Emma Scotney is a female Non-Executive Director of De Grey Mining and is one of six Board Members. Accordingly, 17% of De Grey Mining's current directors are female.</p> <p>The Board is aware of its diversity requirements and is actively working to improve its female representation and achieve the targeted 30%.</p>

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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"/> We have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement at: https://degreymining.com.au/corporate-governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</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"/> We have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement at: https://degreymining.com.au/corporate-governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
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"/> The Nomination Committee Charter is available on De Grey Mining's website at: https://degreymining.com.au/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) is disclosed in our Corporate Governance Statement and the Directors' Report on page 79 of De Grey Mining's FY24 Annual Report which is available on De Grey Mining's website at: https://degreymining.com.au/investor-centre/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	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><input checked="" type="checkbox"/> We have disclosed our board skills matrix in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole 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: ⁵
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"/> We have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement at: https://degreymining.com.au/corporate-governance/ and we have disclosed the information referred to in paragraph (b) & (c) in our Corporate Governance Statement.	<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"/> We have disclosed a majority of the board are independent directors. Directors considered independent are disclosed in our Corporate Governance Statement at: https://degreymining.com.au/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <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 checked="" type="checkbox"/> We have disclosed the Chair is independent in our Corporate Governance Statement at: https://degreymining.com.au/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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"/> We have disclosed the induction program in our Corporate Governance Statement at: https://degreymining.com.au/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> <p>We have disclosed our values in our Corporate Governance Statement and website at: https://degreymining.com.au/corporate-governance/</p>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: <ul style="list-style-type: none"> (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"/> <p>We have disclosed our Code of Conduct at: https://degreymining.com.au/corporate-governance/</p>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: <ul style="list-style-type: none"> (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"/> <p>We have disclosed our Whistleblower Policy on: https://degreymining.com.au/corporate-governance/</p>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: <ul style="list-style-type: none"> (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"/> <p>We have disclosed our Anti-Bribery and Corruption Policy at: https://degreymining.com.au/corporate-governance/</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
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"/> We have disclosed a copy of the charter of the Audit & Risk Committee at:</p> <p>https://degreymining.com.au/corporate-governance/</p> <p>and we have disclosed the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement and in the Directors' Report contained on pages 47 to 50 and 79 respectively of De Grey Mining's FY24 Annual Report, which is available on De Grey Mining's website at: https://degreymining.com.au/investor-centre/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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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"/> We have disclosed our process for receiving from our CEO and CFO a declaration in our Corporate Governance Statement at: https://degreymining.com.au/corporate-governance/	<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"/> We have disclosed our process to verify the integrity of any periodic corporate report in our Corporate Governance Statement at: https://degreymining.com.au/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
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"/> We have disclosed our Continuous Disclosure Policy at: https://degreymining.com.au/corporate-governance/	<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"/> We have disclosed that the board receives copies of all material market announcements promptly after they have been made in our Corporate Governance Statement at: https://degreymining.com.au/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement

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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"/> <p>We have disclosed new and substantive investor or analyst presentations should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation in our Corporate Governance Statement at: https://degreymining.com.au/corporate-governance/</p>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> <p>Ready access to information about the Company and all relevant corporate governance information is available via the Company's website at: https://degreymining.com.au/corporate-governance/ https://degreymining.com.au/investor-centre/</p>	<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"/> <p>Ready access to information about the Company and all relevant corporate governance information is available via the Company's website at: https://degreymining.com.au/investor-centre/ https://degreymining.com.au/corporate-governance/</p>	<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"/> <p>We have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement at: https://degreymining.com.au/corporate-governance/</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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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"/> We have disclosed all resolutions at a meeting of security holders are decided by a poll rather than by a show of hands in our Corporate Governance Statement at: https://degreymining.com.au/corporate-governance/	<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"/> Security holders are provided the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
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>	<input checked="" type="checkbox"/> <p>We have disclosed a copy of the charter of the Audit & Risk Committee at: https://degreymining.com.au/corporate-governance/</p> <p>and we have disclosed the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement and in the Directors' Report contained on page 79 of De Grey Mining's FY24 Annual Report, which is available on De Grey Mining's website at: https://degreymining.com.au/investor-centre/</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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7.2	The board or a committee of the board should: (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 (b) disclose, in relation to each reporting period, whether such a review has taken place.	<input checked="" type="checkbox"/> We have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement at: https://degreymining.com.au/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (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.	<input checked="" type="checkbox"/> We have disclosed how our internal audit function is structured and what role it performs in our Corporate Governance Statement at: https://degreymining.com.au/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/> We have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement on pages 26 to 28, and on pages 25 to 44 of De Grey Mining's FY24 Annual Report, which is available on De Grey Mining's website at: https://degreymining.com.au/investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
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"/> We have disclosed a copy of the charter of the Remuneration Committee at:</p> <p>https://degreymining.com.au/corporate-governance/ and we have disclosed the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement and in Directors' Report on page 79 of De Grey Mining's FY24 Annual Report, which is available on De Grey Mining's website at: https://degreymining.com.au/investor-centre/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/> We have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in the Remuneration Report on pages 56 to 78 of De Grey Mining's FY24 Annual Report, which is available on De Grey Mining's website at: https://degreymining.com.au/investor-centre/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</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, ⁴ 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: ⁵
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"/> We have disclosed our Securities Trading Policy which addresses this issue at: https://degreymining.com.au/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>



2024

CORPORATE GOVERNANCE STATEMENT



REDEFINING THE PILBARA

Growing one of Australia's most exciting new gold discoveries at Hemi.

De Grey Mining Limited (ASX: DEG) (**De Grey** or the **Company**) is a West Australian gold explorer and project developer, which has made one of Australia's most exciting new gold discoveries at Hemi.

De Grey listed on the ASX in 2002 as a multicommodity explorer and has been present in the West Australian Pilbara region since its inception.

De Grey's activities are focussed on the 100% owned Hemi Gold Project in the Pilbara region of WA. Here, De Grey has made a large-scale, high-value, near-surface gold discovery at an area called Hemi.

The Hemi discovery is rapidly moving towards De Grey's goal of defining a Tier 1 project with true district-scale potential. Mineralisation in the Hemi area has been identified over a large area, and a 10.5 million ounce mineral resource was released in November 2023. The discovery remains open in multiple directions. The total Hemi Gold Project Mineral Resource is now 12.7 million ounces.

De Grey's recent focus on expanding Hemi means many prospective targets remain untested throughout the wider Hemi Gold Project area. High-priority targets are being progressively drill-tested.

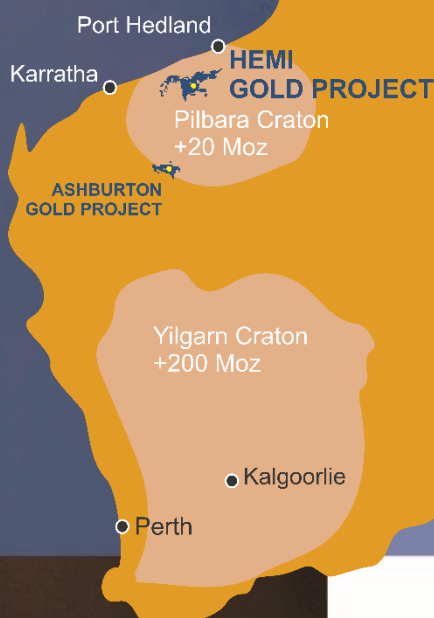
+10Moz

Gold discovery at Hemi, located 85km by road from Port Hedland.

150km-long

Provincial scale tenement package.

- Relatively limited drilling completed outside Hemi since its initial discovery in 2019.
- Studies indicate Hemi will be a top five Australian gold mine.
- Hemi's production potential has continued to grow throughout the studies phases as more exploration is completed.
- A highly strategic regional asset for processing free milling and refractory gold ores and concentrates in the coming decades.
- De Grey is aiming to deliver maximum shareholder returns through a future production re-rating and continued growth in production and mine life.



Our 2024 Annual Report

This document should be read in conjunction with our FY24 Annual Report and the documents that make up the rest of our corporate reporting at <https://degreymining.com.au/>.

Acknowledgement of Country

At De Grey, we acknowledge the Traditional Custodians of the land upon which we operate, the Kariyarra, Ngarluma, Nyamal, Ngarla, Mallina and Whadjuk Noongar peoples. We recognise their unique cultural heritage, beliefs and connection to these lands, waters, and communities. We pay our respects to all members of these Indigenous communities, and to Elders past, present and emerging. We also recognise the importance of continued protection and preservation of cultural, spiritual, and educational practices. As we value treating all people with respect, we are committed to building successful and mutually beneficial relationships with the Traditional Custodians throughout our areas of operation.

ABOUT THIS REPORT

De Grey is committed to maintaining high standards of ethics, integrity, and statutory compliance.

This Corporate Governance Statement outlines the key aspects of the Company's corporate governance framework that has been established by the Board and its compliance with ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition) (**ASX Principles**) for the period 1 July 2023 to 30 June 2024.

This Corporate Governance Statement should be read in conjunction with the Company's FY24 Annual Report. The Board has approved this Corporate Governance Statement.



1. OUR GOVERNANCE FRAMEWORK

The Board of the Company (**Board**) is committed to implementing and maintaining high standards of corporate governance and business conduct, fostering a culture of compliance that values integrity, ethical behaviour, accountability, transparency, and respect for others. The Board believes that this is essential for the Company's long-term performance and sustainability and for protecting and enhancing the interests of all stakeholders.

The Company's corporate governance framework plays a critical role in helping the Board and the business deliver on its strategy and objectives. It provides the structure through which strategic objectives are set, performance is monitored, and risks are managed. It includes a framework for effective decision-making and provides guidance on the standards of behaviour expected of our people.

The Board regularly reviews the Company's Policies to ensure they comply with current and emerging legislation and reflect best market practices and stakeholder expectations. The Board continues to build on its governance foundation to improve and ensure compliance with current regulations, market practices, and stakeholder expectations.

During the reporting period, the Board continued to develop its strong governance foundation to continually improve its approach to governance. The Company has allocated additional resources to strengthen its governance and assurance function and support its needs.



Further information about the Company's corporate governance practices and copies of key governance documents referred to in this document are available on the Company's website at <https://degreymining.com.au/corporate-governance>.

2. OPERATION OF THE BOARD

2.1 Board of Directors

The names of the current Directors as at the date of this Statement, together with details of their term in office, independence status and Board committee membership, are set out in the table below. The details are current at 30 August 2024.



Simon Lill

Chair and Independent Non-Executive Director
BSc MBA

Joined October 2013



Glenn Jardine

Managing Director
BE (Mining) FAusIMM

Joined May 2020



Peter Hood AO

Independent Non-Executive Director
BE (Chem), MAusIMM, FIChemE, FAICD

Joined November 2018



Andrew Beckwith

Non-Executive Director
BSc Geology, Aus IMM

Joined October 2017



Paul Harvey

Independent Non-Executive Director
B.Eng (Mining), FAusIMM, MAICD

Joined July 2022



Emma Scotney

Independent Non-Executive Director
B.A. LLB (Hons), Adv. Diploma Mgt (Strategy and Finance), GAICD

Joined January 2023

Name	Role	Independent	Length of Service	Board	Audit & Risk Committee	Remuneration & Nominations Committee	Sustainability Committee
Simon Lill	Non-Executive Chair	Yes	10 years 10 months	●	●	●	
Paul Harvey	Non-Executive Director	Yes	2 years 2 months	●		●	●
Peter Hood AO	Non-Executive Director	Yes	5 years 9 months	●	●	●	●
Emma Scotney	Non-Executive Director	Yes	1 year 8 months	●	●		●
Andrew Beckwith	Non-Executive Director	No	5 years 10 months	●			
Glenn Jardine	Managing Director	No	4 years 4 months	●			

● Chair ● Member

In accordance with ASX Principle 2.4 the Board is comprised a majority of independent Directors.

2.2 The Role of the Board

The Board is accountable to shareholders for the Company's overall strategy, governance, and performance.

The Board has a charter that outlines its authority, responsibilities, membership, and governance framework. The charter also describes matters expressly reserved for the Board and those delegated to management.

The Board's primary role is to provide strategic guidance and leadership to the Company, guide and monitor its management, business, projects, and affairs, and promote a culture that supports its values.

The Board is also responsible for monitoring management's progress in implementing the Company's strategy and promoting a culture that supports its values. The Board meets regularly to review the Company's progress of the Hemi Gold Project against its strategy.

The Board strives to deliver sustainable value to its shareholders while considering other stakeholders' interests. The Board recognises its responsibility to act honestly, fairly, diligently and in accordance with the law and instil these values throughout the organisation.

The Board has established a delegation of authority outlining the matters reserved to the Board and those delegated to the Managing Director, the executives, managers and employees.

The Directors' Report in the Company's FY24 Annual Report details the number of Board meetings held during the reporting period and the Directors' attendance.

The **Board Charter** is available on the Company's website.

2.3 Board Structure and Composition

The Board is structured to comprise individuals with appropriate skills, knowledge, experience, and diversity to develop and support the Company's long-term strategy, enable it to discharge its responsibilities and add value, and facilitate effective discussion and efficient decision-making. The Board determines its size and composition, subject to the Company's Constitution.

The Board currently has six directors, comprising four independent Non-Executive Directors, one Non-Executive Director (previously an executive) and one Managing Director.

Each Director and their length of service are listed in the table in section 2.1. Details of each Director's appointment, qualifications, experience, and special responsibilities are set out in the Company's FY24 Annual Report.

2.4 Director Independence

The Company recognises that having independent Directors helps to ensure that the Board's decisions reflect the best interests of the Company and its shareholders generally and are not biased towards the interests of management or any other group.

The Board has implemented a Policy to assess the independence of Directors.

In determining whether a Director is independent, the Board considers whether the Director is free of interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than those of an individual security holder or other party.

The Board, excluding the relevant Director, takes a qualitative approach to assessing materiality and independence on a case-by-case basis by reference to each Director's individual circumstances rather than applying strict quantitative thresholds.

The Board assesses the independence of new Directors upon appointment and annually, with independence considerations built into the Board's day-to-day dealings. This ensures that appropriate independence considerations are made for all matters for decision at a Board level. Each Director is required to provide the Board with all relevant information to enable it to make this assessment.

The Board believes that the mere fact a Director has served on a Board for a substantial period does not mean that they have become too close to management or substantial shareholders to be considered non-independent.

During the reporting period, the Board reviewed the independence of each Director. The Board, excluding Simon Lill, considered Mr Lill, who has served as a Director for almost 11 years, independent because over three years had passed since he resigned on 11 May 2020, from the Executive Chair role whilst remaining as Chair. Andrew Beckwith, Non-Executive Director, is not independent because he was previously employed in an executive role within the last three years. Similarly, the Managing Director, Glenn Jardine, is not independent as he holds an executive position within the Company.

The Assessing the **Independence of Directors Policy** is available on the Company's website.

2.5 The Role of the Chair

The Directors have elected Simon Lill as Chair of the Board. Mr Lill was appointed Chair in 2014.

The Chair is an independent Non-Executive Director. The Chair's role includes leading the Board, facilitating and encouraging constructive Board discussion, monitoring the performance of the Board, its committees, and individual directors, representing the Board to shareholders, and maintaining a regular dialogue and mentoring relationship with the Managing Director and other group executives.

Mr Lill's qualifications and experience are set out in the Directors' Report in the Company's FY24 Annual Report.

2.6 Lead Independent Director

The Directors have elected Peter Hood as the Lead Independent Director of the Board. The Lead Independent Director's responsibilities include reviewing the Chair's performance and providing a separate channel of communication for shareholders if required.

2.7 The Role of the Managing Director and the Executives

The Board delegates management of the Company's affairs and implementation of the corporate strategy and policy initiatives to Glenn Jardine, the Company's Managing Director.

Mr Jardine commenced in the role of Managing Director on 4 May 2020. Mr Jardine's qualifications and experience are set out in the Directors' Report in the Company's FY24 Annual Report.

The Managing Director is responsible for the Company's day-to-day management. The Managing Director's actions are guided by the Company's purpose and strategic objectives approved by the Board.

The Managing Director is supported in this function by delegating authority to the appropriate executives for specific activities and transactions. A formal Delegation of Authority Policy governs these powers and authority, which is approved by the Board and reviewed as required.

The Managing Director and other executives, working under the supervision of the Managing Director, are responsible for executing strategic objectives in a way that is consistent with the Company's values, commitments, code of conduct, and risk appetite set by the Board. While each executive leads specific functions, they collectively work to achieve the Company's long-term strategy and purpose, which includes the development of the Hemi Gold Project.

The Managing Director and executives are responsible for providing the Board and Board Committees with accurate, timely, and clear information on the Company's performance and progress on the Hemi Gold Project and other mineral projects. This includes information on compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with the Company's policies and code of conduct.

Meetings between the Managing Director, executives, and Directors are encouraged, and they assist the Directors and the Board in carrying out their duties and strengthening the working relationship and organisational culture.

2.8 Composition, Selection and Appointment

The Board has established a Remuneration and Nomination Committee to periodically review Board composition and succession matters.

The Remuneration and Nomination Committee is responsible for reviewing and making recommendations to the Board regarding Board size and composition, identifying individuals believed to be qualified to become Board members, and recommending such candidates to the Board.

In assessing potential candidates and in undertaking reviews of the size and composition of the Board, the Remuneration and Nomination Committee considers the guiding principle that the Board's composition should reflect an appropriate mix having regard to such matters as:

- skills and experience across the key areas identified in the Board's Skills Matrix (section 2.10);
- Directors' tenure; and
- diversity and inclusion.

Before the Board appoints a new Director or puts forward a candidate for election, the Remuneration and Nomination Committee undertakes appropriate checks, including but not limited to reviewing the person's character, experience, education, criminal record, and bankruptcy history. Existing Directors conduct interviews with potential candidates to ensure there is an appropriate fit for the Company's strategic direction and its values.

2.9 Director Retirement, Re-Election, and Tenure

Any Director who has been appointed during the year must stand for election at the Company's next Annual General Meeting.

In addition, a Director must retire from office at the third Annual General Meeting after the Director was elected or last re-elected. If no Director is due for re-election or election, then at least one-third of the Directors, excluding the Managing Director, must retire at the Company's next Annual General Meeting and may stand for re-election.

The Board's recommendation regarding the re-election of an existing Director is not automatic and is contingent on their past performance, contribution to the Company, and the current and future needs of the Board and the Company.

Shareholders are provided with all material information in the Company's possession relevant to their decision as to whether to elect or re-elect a Director.

2.10 Board Skills and Experience

The Board is committed to ensuring that its composition continues to include Directors who bring an appropriate mix of skill, experience, and expertise to Board decision-making. The Board also aims to retain a balance between Directors with experience and knowledge of the Company's business and history and new Directors who bring an external perspective and different insights.

The Board has an objective of at least 30% female membership of the Board.

The Board has created the following Board Skills Matrix, capturing the key skills and other attributes of Board members, which it believes are needed for robust decision-making and the effective governance of the Company.

The Board considers the Board Skills Matrix to guide its assessment of the skills and experience of new and existing Directors and identify any gaps in the Board's collective expertise for the purpose of Board succession planning.

The Board Skills Matrix describes the proportion of Directors on the Board with particular areas of competence, skills and experience. The Board Skills Matrix recognises the Director's level of proficiency or practiced or perceptive awareness in the area of competence.

The Board considers that all Directors have the combined depth and breadth of skills, diversity, and experience to carry out their responsibilities in a publicly listed mining company and oversee the Company's strategy and effective governance.

The Board has also determined that all Directors have the necessary time and adequate capacity to perform their role, having regard to their other external Board roles.

To the extent that any skills are not directly represented on the Board, they are realised through executives and external advisors.

Skills/Competency	Board Representation					
Corporate	1	2	3	4	5	6
Leadership Experience at the Board level or as a senior executive of a listed company, large or complex organisation.						
Strategy Ability to develop and implement strategy, including experience in overseeing the delivery of agreed strategic planning objectives.						
Corporate Governance, Risk & Compliance Demonstrated knowledge and experience in the high standards of governance, compliance and risk management.						
Sustainability & Culture						
Environmental and Sustainability Understanding and experience in sustainability best practices to manage the impact of operations on the environment, community, the potential impact of climate change, and expertise in community and stakeholder relations.						
People & Culture Experience managing large and diverse workforces, including oversight of organisational culture, talent planning, setting remuneration frameworks that attract and retain talent, and promoting diversity, equality and inclusion.						
Health, Safety & Wellbeing Demonstrated experience related to the management of workplace health, safety and wellbeing matters.						
Mining and Resources Experience						
Mining Operations Experience as a senior executive in gold or base metals mining in Australia or overseas, with a deep understanding of production and mine operations and offtake						
Metallurgy & Mineral Processing Experience with metal mineralogy, metallurgy, design, testing and optimisation of metallurgical flowsheet, processing facility.						
Mining Projects/ Construction Oversight Experience in the development of new mining or resources projects in Australia or Overseas.						
Exploration & Resources Experience in managing large, value-add exploration and resource development programs, and an appreciation of mineral economics and mining geology.						
Finance and Capital Markets						
Financial Acumen Proficiency in financial accounting, audit, and reporting, and ability to assess key drivers of financial performance and to evaluate the adequacy of financial controls.						
M&A & Corporate Finance Experience in project development, equity and debt funding strategies, and other corporate transactions, including mergers, acquisitions and divestments.						
Stakeholder Eng & External Affairs A track record of overseeing successful engagement with a range of key stakeholders, including investors, brokers, analysts, community, and government organisations.						

2.11 Performance Reviews

Board Performance

The Remuneration and Nomination Committee is responsible for developing and overseeing the performance evaluation process for the Board, its committees, and individual Directors.

The Board has adopted an evaluation process that includes reviewing the effectiveness of the Board, its committees, and individual Directors.

The annual Board evaluation process may include:

- responding to a comprehensive questionnaire on the Board's operation and governance;
- one-on-one interviews with Directors on the performance and the effectiveness of the Board and, as appropriate, each of its committees;
- feedback from executives on issues relevant to the Board's performance; and
- a Board workshop to review the findings and recommendations from the Board evaluation and agree on required actions for improvement.

The Board's annual evaluation can be facilitated internally or externally. If done externally, the Board receives independent information on its overall performance, effectiveness and opportunities for improvement. Each Director also receives individual feedback on their strengths and opportunities to make enhanced contributions, including ongoing professional development.

During the reporting period, an externally facilitated Board evaluation was commenced to assess the Board's performance and that of its committees, with the aim to identify opportunities for improvement. This evaluation includes an assessment of the performance of the Chair and each Non-Executive Director. The outcomes of the external evaluation were provided to the Board in mid-August 2024, and the Board will consider the recommendations to address the recommendations and implement appropriate improvement actions.

Managing Director and Executives' Performance

The Managing Director and executives have a written agreement with the Company setting out their employment terms, including remuneration and performance requirements.

The Board is responsible for monitoring management's performance and implementation of the Company's strategy, including conducting an annual performance review of the Managing Director.

The performance of the Managing Director and other executives is formally assessed each year under the Company's performance review system and reviewed by the Remuneration and Nomination Committee and the Board.

During the reporting period, the Managing Director underwent a performance review. Additionally, the Chair meets regularly with the Managing Director to discuss matters relating to his performance.

During the reporting period, a performance review was undertaken with the executives reporting to the Managing Director. Additionally, the Managing Director meets regularly with his direct reports to discuss matters relating to their performance.

Further details, including the Managing Director's and other executive's performance linkage to remuneration outcomes, are contained in the Company's Remuneration Report in the FY24 Annual Report.

2.12 Appointment Documentation

Upon appointment, each new Director receives a letter of appointment, which sets out the formal terms of their appointment. Directors also receive and execute a deed of indemnity, insurance, and access.

Executives are appointed under a written agreement, which set sets out the terms of their appointment as a Director.

2.13 Induction for New Directors

New Directors receive an induction that includes meetings with the Board Chair, the Managing Director, the CFO, and other executives to gain valuable insights into relevant operational and corporate matters. This is followed up by additional meetings or information that the new Director may request.

The Director's induction program typically includes:

- briefings from the Managing Director and other members of the executive on the Hemi Gold Project, exploration assets, operations and specific functions, including strategy, risk, safety, finance and remuneration, the markets and regulatory environment in which the Company operates;
- opportunities to engage with our other Directors, the CFO, the Project Director, the GM People and Capability, the Chief Sustainability and Risk Officer, and the General Counsel and Company Secretary;
- meeting with the external auditor without members of management present;
- opportunities to attend external training on matters relevant to the Company's legal, regulatory, governance, and environment or specific financial matters; and
- site visits to the Hemi Gold Project and the surrounding local communities.

2.14 Continuing Education for Directors and Executives

All Directors are expected to maintain the knowledge and skills required to effectively discharge their duties and obligations to the Company.

The Board and its Committees also conduct continuing education sessions as appropriate and seek to identify topics as part of their self-development.

Internal and external experts are engaged, as required, to conduct briefings sessions of various topics relevant to the Board's governance of the Company.

2.15 Site Visits to Operations by Board and Executives

To ensure that Directors and executives understand the Company's projects, they regularly visit the Company's Hemi Gold Project and regional exploration projects as well as key stakeholders. This gives them more profound understanding on the material risks faced by the Company and provides an opportunity to experience the workforce culture and the communities where the Company operates firsthand.

During the reporting period, Directors and executives visited the Company's Hemi Gold Project and regional deposits in Western Australia.

2.16 Conflicts of Interest

Directors are required to disclose all interests that may conflict with their duties.

If a Director has a material personal interest in a matter being considered by the Board, they must not be present during discussion for the consideration or vote on that matter and will not receive any information relating to that matter.

2.17 Directors Right to Independent Advice

To help Directors fulfil their responsibilities, each Director has the right, with the prior approval of the Chair, to seek independent professional advice, at the Company's expense, about his or her responsibilities.

In addition, the Board and each Board Committee may, at the Company's expense and with the prior approval of the Chair, obtain any independent professional advice it requires to assist in its work.

2.18 The Role of Company Secretary

The Board is responsible for the appointment of the Company Secretary. The Board has appointed Ms Sarah Standish as General Counsel and Company Secretary.

The Company Secretary is directly accountable to the Board, through the Chair, on all matters regarding the proper functioning of the Board and its Committees.

The profile, qualifications and experience of the Company's General Counsel and Company Secretary, Ms Standish, is set out in the Directors' Report in the Company's FY24 Annual Report.



3. BOARD COMMITTEES

3.1 Board Committee Structure

The Board has established three standing Committees to assist in the discharge of its responsibilities:

Audit and Risk Committee

Sustainability Committee

Remuneration and Nomination Committee

Periodically, the Board will review the composition of each Board Committee. As and when required, the Board may establish special purpose sub-committees to give detailed consideration to specific matters or projects.

An overview of the members, composition and responsibilities of each standing Board Committee is set out below:

Members	Composition	Role of the Committee
Audit and Risk Committee		
Emma Scotney (Chair)	✓ At least three members	<ul style="list-style-type: none">• Oversight of Financial reporting• Review of Risk management system• Evaluation of the effectiveness of the financial control environment• Review of the external audit• Oversight of the internal audit function• Oversee reports under Whistleblower Policy• Tax governance
Simon Lill	✓ Only Independent Non-Executive Directors	
Peter Hood	✓ An independent Chair, who is not Chair of the Board	
Sustainability Committee		
Paul Harvey (Chair)	✓ At least three members	<ul style="list-style-type: none">• Oversight of sustainability management• Monitoring sustainability performance• Review of sustainability reporting• Review and monitor the Company's environmental and social policies.
Emma Scotney	✓ Only Independent Non-Executive Directors	
Peter Hood	✓ An independent Chair, who is not Chair of the Board	
Remuneration and Nomination Committee		
Peter Hood (Chair)	✓ At least three members	<ul style="list-style-type: none">• Overseeing the effectiveness of remuneration strategies and policies of the Company• Review of remuneration arrangements for the Managing Director, other executives, and Non-Executive Directors• Review of matters to do with Board composition, selection, and appointment• Succession planning for the Board and Managing Director
Simon Lill	✓ Only Independent Non-Executive Directors	
Paul Harvey	✓ An independent Chair, who is not Chair of the Board	

The relevant qualifications and experience of Board Committee members are set out in the Directors' Report in the Company's FY24 Annual Report.

Non-Executive Directors may and are encouraged, to attend meetings of other Board Committees and are provided with papers for all Committee meetings.

The Managing Director and certain other executives are invited to attend Committee meetings. However, their presence is not automatic, and they do not attend if their remuneration is being considered or discussed.

Each Committee may, within the scope of its responsibilities, have unrestricted access to management, employees, and information it considers relevant to carrying out its responsibilities under its charter.

Each Committee may request the attendance of any external party at meetings as appropriate.

The Directors' Report in the Company's FY24 Annual Report details the number of Committee meetings held during the reporting period and each Committee member's attendance.

3.2 Committee Membership and Responsibilities

Each of the Board Committees:

- is comprised of only Non-Executive Directors and has at least three members;
- has its own charter;
- has the powers necessary to discharge its responsibilities; and
- has the Board appoint one of its members as Committee Chair.

Each Committee has a charter setting out its role and responsibilities, objectives, composition, structure, membership requirements, and how the Committee is to operate.

The **Committee Charters** are available on the Company's website.

3.3 Audit and Risk Committee

The Audit and Risk Committee assists the Board in meeting its oversight responsibilities concerning the Company's financial reporting, external audit and internal functions, tax governance, risk management, and other significant matters as delegated to the Committee from time to time.

The Audit and Risk Committee's responsibilities for the financial reporting and the external audit function include:

- overseeing corporate reporting processes designed to safeguard the integrity of reporting and facilitate independent assurance;
- reviewing the appropriateness of the significant accounting policies adopted by management in the preparation and presentation of financial statements;
- reviewing the appropriateness of the accounting judgments or choices exercised by management in preparing the financial statements, including any significant accounting estimates;
- monitoring and reviewing the independence and performance of the external auditor;
- monitoring the effectiveness of the external audit function and annually evaluating the external auditor, including reviewing the scope of the audits and audit fees payable to the external auditor;
- approving certain non-audit services;
- review of internal audit reports, plans, and resourcing for internal audit; and
- monitor and review (where relevant) material tax risks identified.

The Audit and Risk Committee regularly meets with the external and internal auditors without management present. The Chair of the Audit and Risk Committee meets separately with the external auditor, internal auditor, and management.

The CFO is the executive responsible for assisting the Chair of the Audit and Risk Committee in connection with the administration and efficient operation of the Committee.

The minutes of the Audit and Risk Committee meetings are tabled at Board meetings, and the Committee Chair reports relevant matters of the Committee to the Board at its next meeting.

3.4 Sustainability Committee

The Sustainability Committee assists the Board by reviewing and making recommendations on strategic objectives regarding safety and sustainability activities across the Group's operations.

The Committee's responsibilities include:

- review and monitor the adequacy and effectiveness of management systems and frameworks designed to address material sustainability matters;
- review and monitor that material sustainability-related risks are identified and that appropriate risk mitigation, controls and assurance processes are in place and effective plan;
- monitor and review the performance of the Company, having regard to impacts from its sustainability actions, decisions and performance with regard to employees, contractors, communities, the environment, Indigenous cultures, third parties and the Company's reputation;
- review and endorse to the Board, the Company's sustainability framework and external public targets and key performance indicators; and
- review and monitor the Company's policies, procedures and systems for detecting, reporting and preventing breaches of conduct, whistleblowing, data breaches and bribery and corruption policies.

The minutes of the Sustainability Committee meetings are tabled at Board meetings, and the Committee Chair reports relevant matters of the Committee to the Board at its next meeting.

3.5 Remuneration and Nomination Committee

The Remuneration and Nomination Committee assists the Board by reviewing and making recommendations on remuneration matters, including the structure, strategy, and structure of executives' remuneration and incentives.

The Committee's responsibilities include:

- assist the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration levels and policies including incentive policies for Directors and senior executives;
- assess the market to ensure that senior executives are being rewarded commensurately;
- set policies for senior executives' remuneration;
- review the salary levels of senior executives and make recommendations to the Board;
- oversight of equity incentive plans approved by shareholders;
- review and report to the Board recommendations from the Managing Director on each senior executive's performance evaluation; and
- review the remuneration of Non-Executive Directors and make recommendations to the Board on any proposed changes.

In forming remuneration recommendations, the Remuneration and Nomination Committee obtains and considers industry-specific independent data and professional advice as appropriate. All reports and professional advice relating to the Managing Director's remuneration are commissioned and received directly by the Committee.

The Remuneration and Nomination Committee also plays an important role in the Company's assisting the Board with the development of its governance framework. This includes responsibilities for the oversight of:

- to implement processes to assess the necessary and desirable competencies of Board members, including experience, expertise, skills and performance of the Board and its committees;
- to annually evaluate the performance and effectiveness of the Board to facilitate the Directors fulfilling their responsibilities in a manner that serves the interests of shareholders;
- to provide new Directors with an induction to the Company; and
- oversight of the Company's approach to inclusion and diversity.

The minutes of the Remuneration and Nomination Committee meetings are tabled at Board meetings, and the Committee Chair reports relevant matters of the Committee to the Board at its next meeting.



4. INTEGRITY IN CORPORATE REPORTING

4.1 Governance Oversight of Corporate and Financial Reporting

The Board is responsible for overseeing that appropriate monitoring and reporting mechanisms are in place. It has established the Audit and Risk Committee to assist in discharging this responsibility.

The Audit and Risk Committee meets at least four times per year, including prior to releasing the full financial statements. The Audit and Risk Committee has reviewed the integrity of the Company's financial statements for the financial year ended 30 June 2024 and is satisfied that the Company's financial report for FY24 complies with the applicable accounting standards and presents a true and fair view of the Company's financial position.

All Audit and Risk Committee members have direct access to the appointed lead audit engagement partner. The lead audit engagement partner is invited to attend Audit and Risk Committee meetings, and all Committee papers are made available to the external auditor.

4.2 Independence of the External Auditor

The Company's external auditor is Ernst & Young.

The Audit and Risk Committee reviews the external auditor's effectiveness, performance, and independence. If it becomes necessary to replace the external auditor for performance or independence reasons, the Committee will formalise a procedure for the selection and appointment of a new external auditor.

The *Corporations Act 2001* (Cth) requires the external auditor to make an annual independence declaration to the Board, declaring that the auditor has maintained its independence in accordance with the *Corporations Act 2001* (Cth) and the rules of professional accounting bodies. Ernst & Young has provided an independence declaration to the Board for the reporting period. Ernst & Young's independence declaration is contained in the Directors' Report in the Company's FY24 Annual Report.

Ernst & Young's practice is to rotate the lead audit engagement partner at least every five years.

4.3 Attendance of the External Auditor at the AGM

Ernst & Young's lead audit engagement partner attends the Company's Annual General Meeting and is available to answer shareholders' questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted in relation to the preparation of the financial statements, and the independence of the auditor.

4.4 Restrictions on the Provision of Non-Audit Services by the External Auditor

The Company has procedures to monitor the independence of the external auditor.

The Audit and Risk Committee regulates the provision of non-audit services by the external auditor. The provision of permissible non-audit services must be pre-approved by either the Audit and Risk Committee or the Chair of that Committee.

4.5 Integrity of Financial and Corporate Reports

The Company is committed to providing clear, concise, and effective disclosure in its corporate reports.

Prior to approval of the Company's financial statements, the Board receives a written declaration, in accordance with section 295A of the *Corporations Act 2001* (Cth), from the Managing Director and the CFO in relation to the Company and the Group's financial reporting processes.

The declaration received by the Board during the relevant reporting period states that the financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the Company and the Group's financial position and performance, and that the integrity of the financial statements is founded on a sound system of risk management and internal control, which is operating effectively.

For periodic corporate reports released to the market, which are not required to be audited or reviewed by the Company's external auditor, the Company has a verification, review and approval process to ensure the integrity of the information disclosed to the market. The process involves the reports being reviewed, material statements reviewed for accuracy and the report subject to internal verification, external legal review, and an appropriate approval process involving the Managing Director and Board for disclosure of certain matters that are within the Board's reserved powers or matters that are otherwise of significance to the Company.



5. ETHICAL CONDUCT AND RESPONSIBLE DECISION-MAKING

The Company is committed to operating ethically and sustainably and striving to implement and maintain high standards of business conduct.

The Board recognises its role in setting the ethical tone and standards of the Company and its responsibility in monitoring and developing a corporate culture.

The Company has established the following values, codes or policies, which promote ethical and responsible business standards and practices.

The Company's key corporate policies are available on its website.

5.1 Company Values, Commitment and Culture

Our Values

The Company's values guide the way decisions are made and how we treat one another and our stakeholders. The Company's values include:

A LEADER IN GOLD					
E	S	P	R	I	T
EMPATHY	SAFETY	PERSONAL RESPONSIBILITY	RESPECT ALL LEVELS	INTEGRITY	THINKING DIFFERENTLY
					
Be humble Understand, encourage and find joy in supporting each other Actively listen to other's point of view	Be a leader in safety Ensure everyone goes home safely You are empowered to speak up and stop work if it's not safe Drive best work practices Always report hazards and incidents	Everyone has a responsibility to themselves, their workmates, the environment and the community in which we live and operate Be accountable for your actions and own your mistakes Deliver on timelines	Respect our workmates, work as a team and treat others with respect at all times Respect the community and environment in which we live and operate Respect people for who they are and their diverse backgrounds	Do the right thing, even when people aren't watching Be honest in all your dealings Always help others to be their best and to achieve their goals	Be curious towards existing practices and open to new ideas Look for ways to work smarter not harder Encourage and embrace diversity of thought Intrepid

Our Culture

Culture is a key determinant of the Company's performance and ability to achieve its objectives. It goes to the heart of the openness and transparency needed for effective stewardship and informed decision-making.

The Board is responsible for overseeing culture, and management is responsible for implementing and monitoring the desired culture, expected behaviours and for demonstrating leadership in it.

The Board receives regular reports on the organisation's culture. These indicators include selected health and safety statistics, employee turnover, whistleblower and employee grievance submissions, and employee engagement results.

5.2 Code of Conduct

The Company has a Code of Conduct. Directors, employees, and contractors are required to demonstrate the standards of behaviour required to promote responsible decision-making and ethical behaviour, which aligns with the Company's strategic objectives, policies, and values.

The Code of Conduct is supported by several Company policies that are reviewed regularly to ensure they reflect any changes in law and otherwise remain fit for purpose.

The Board is informed of any material breaches of the Code of Conduct or policies.

The **Code of Conduct** is available on the Company's website.

5.3 Sustainability

The Company's purpose and values guide its approach to sustainability.

The Company is committed to operating ethically, sustainably, and in accordance with best governance practices as it develops and grows the Hemi Gold Project.

The integration of environmental, social, and governance (**ESG**) principles is core to the Company's sustainability strategy.

The Company's sustainability strategy and ambition are overseen by the Board, which is supported by the Sustainability Committee. The Board holds overall responsibility for the Company's commitment to health and safety, the environment and incorporating sustainable development principles into corporate strategy and business decision-making.

The Hemi Gold Project has the potential to be one of the lowest carbon-intensive gold projects in Australia. This will be achieved through the use of renewable energy sources emerging in the Pilbara and the transition of the mobile equipment fleet from diesel to electric.

The Company has also aligned its approach with the sustainability principles recommended by the International Council of Mining and Metals (**ICMM**), The Task Force on Climate-related Financial Disclosures (**TCFD**), Global Reporting Standards (**GRI**) and other relevant frameworks.

The Board has set public performance targets against a selection of our material sustainability challenges. These targets reflect some of the work priorities for the Company in coming years and enable a common understanding, both internally and externally of our sustainable development goals and performance.

Information on these targets and on the Company's approach to sustainability and ESG performance metrics are published in the Company's FY24 Annual Report.

The **Environment and Community Policy** is available on the Company's website.

5.4 Health and Safety Policy

Health and safety is a core value and is embedded into the Company's operational goals.

The Company prioritises a healthy and safe workplace for all employees, contractors, customers, and the community while seeking to minimise the impacts of injuries. The inherently hazardous nature of mining activities requires everyone to cultivate a culture of responsibility, be a leader in safety, always report hazards and incidents, and empower employees to stop work if it is not safe.

Therefore, health, safety, and well-being are a critical part of the Company's business and decision-making.

Health, safety, and well-being are also critical areas of focus for the Board, and the Board's Sustainability Committee are regularly briefed on safety performance, strategies to improve safety performance and awareness, and employee and contractor physical and mental well-being.

The sustainability report of the Company's FY24 Annual Report sets out further details on the range of strategies, systems, initiatives, and policies to manage health, safety, and well-being for employees, contractors, and customers.

5.5 Human Rights and Modern Slavery Policy

The Company is committed to the protection of fundamental human rights and freedoms, including eliminating all forms of modern slavery.

The Company's Human Rights and Modern Slavery Policy and Supplier Code of Conduct set out its approach to managing modern slavery risks in its operations and supply chains and preserving human rights.

The Company is not currently required to provide a Modern Slavery Statement in accordance with the Commonwealth Modern Slavery Act (Cth) 2018. The Company will continue to develop its modern slavery and human rights obligations and will submit a Modern Slavery Statement as and when required by legislation.

The **Human Rights and Modern Slavery Policy** and **Supplier Code of Conduct** are available on the Company's website.

5.6 Whistleblower Policy

The Company encourages anyone to report any concerns about actual or suspected wrongdoing and improper conduct, and confidentiality and protection are provided to those who do so.

The Company has established a Whistleblower Policy, which sets out how anyone can make a confidential disclosure in a number of ways, including to the Company's Disclosure Officer or anonymously to an external whistleblower reporting service operated by the third-party provider.

The Policy also sets out how the Company will respond to and investigate disclosures of misconduct and outlines the protections available to those who report under the policy.

The Company maintains confidentiality of all whistleblower reports to the fullest extent possible and does not tolerate any form of reprisal against anyone who raises a genuine concern about actual or suspected misconduct.

The Board is informed of any whistleblower reports under the policy.

The **Whistleblower Policy** is available on the Company's website.

5.7 Anti-Bribery and Anti-Corruption Policy

The Company has established an Anti-Bribery and Anti-Corruption Policy, which sets out the Company's zero tolerance for any bribery or corruption in its business dealings and operations. The policy includes prohibitions on:

- the giving or receiving of bribes in any form, including to public officials and or to any other third-party;
- the giving or receiving of bribes, including gifts, hospitality or facilitation payments, which might improperly influence a decision, create a sense of obligation or improve or create a business advantage;
- offering anything of value to a public official (or their representative or family member) in order to improperly influence in order to obtain any improper advantage of any kind; and
- making a political donation (in cash or kind) to improperly influence to obtain an advantage of any kind.

The Board is informed of any material incidents reported under the policy.

The **Anti-Bribery and Anti-Corruption Policy** is available on the Company's website.

5.8 Securities Trading Policy

The Company has established a Securities Trading Policy, which prohibits trading in De Grey Mining securities by all Directors, employees, and contractors (and their immediate family members and associates) who possess information that is not generally available and that could be reasonably expected to have a material, or significant, effect on the price, or value, of De Grey Mining securities.

The policy also specifically prohibits 'designated officers' (which includes all Directors, Managing Director, executives, the company secretary, senior managers, and other nominated employees, contractors, consultants, advisers and their associates) and external auditors from trading in De Grey Mining securities during 'black-out periods' as defined in the policy and from trading with inside information.

The Securities Trading Policy also:

- allows in exceptional circumstances, and with prior written clearance, trading during a black-out period;
- prohibits 'designated officers' (and their associates) from:
 - entering into transactions or arrangements, which operate to limit the economic risk of their security holding in the Company without first seeking and obtaining prior written clearance;
 - entering into transactions or arrangements, which limit the economic risk of participating in unvested entitlements under any equity-based remuneration schemes; and
 - putting in place a non-discretionary trading plan in respect of their securities in the Company without first seeking and obtaining prior written clearance.

The Board is informed of any material breaches under the policy.

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

5.9 Diversity and Inclusion Policy

The Company has a diverse workforce that comprises employees from varied ethnic backgrounds, age groups, sexual orientation and races, as well as employees of all genders.

The Company does not discriminate based on gender, age, ethnicity, religion or cultural background. The Company ensures that all employees are provided with the same opportunities through open and honest communication, training, and development opportunities.

The Company's Diversity and Inclusion Policy sets out the Company's approach to inclusion and diversity, which is underpinned by the principles that the work environment promotes equal opportunity and diversity, allows employees to reach their potential, and is free from discrimination, harassment, sexual harassment, victimisation and bullying.

The Remuneration and Nomination Committee is responsible for, amongst other things, reviewing the Company's Diversity and Inclusion Policy and strategy, overseeing compliance with equal opportunity and anti-discrimination legislation, and ensuring that the Company is able to attract and retain an inclusive and diverse selection of employees.

The **Diversity and Inclusion Policy** is available on the Company's website.

Gender Diversity at Board, Management and Workforce Levels and Objectives

The Remuneration and Nomination Committee is responsible for setting and monitoring progress against specific, measurable objectives for achieving gender diversity.

During the reporting period, the Board set the following diversity objectives:

- engaging a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
- a workplace culture underpinned by inclusive practices and behaviours for the benefit of all workers;
- an inclusive workplace where discrimination, harassment, sexual harassment and victimisation will not be tolerated;
- improved recruitment, talent management and career development opportunities for diverse candidates including females based on recognition of skills, qualifications and knowledge and values fit for the business;

- recruiting the right people for the right roles by providing opportunities for diverse candidates through the recruitment and internal recruitment channels regardless of discriminatory factors;
- enhanced recruitment practices, whereby the best person for the job is employed, which requires the consideration of a broad and diverse pool of talent and provides greater opportunity for diverse candidates including awareness of constraints;
- a work environment that promotes diversity and values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives; and
- awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity.

The Company's workforce diversity target is set at 30% female representation, with female participation for the reporting period at 35%, up 5% from the prior year. The proportion of women in managerial roles increased to 35% in the reporting period, which is an increase of 8% compared to prior year.

During the reporting period, 17% of the Board's Directors were female. The ASX Principles provide that the measurable objective for achieving gender diversity in Board composition for entities in the S&P / ASX 300 Index should be to have not less than 30% of its Directors of each gender within a specified period. The Board is aware of its diversity requirements and is actively working to improve its female representation and achieve the targeted 30%.

The Sustainability Report of the Company's FY24 Annual Report provides further details on its diversity and inclusion strategies, initiatives, and programs.

Workplace Gender Reporting

The Company is a 'relevant employer' under the *Workplace Gender Equality Act 2012* (Cth) and discloses its "Gender Equality Indicators" to the Workplace Gender Equality Agency (**WGEA**) annually.

During the year, as part of the Company's commitment to transparency and continuous improvement, it internally published its gender pay gap. The Company remains ahead of the mining industry standard for female participation, which is 17.7%, while the Company's female participation for the reporting period is 29%.

The Company's **2023-2024 Report to the WGEA Report** is available on the Company's website.

Indigenous Engagement

The Company respects and values the Traditional Custodians of the lands it operates on. In the communities surrounding its operations in Australia it makes it a priority to learn about the cultures that shape Indigenous People.

The Company promotes the involvement of Indigenous People in the Hemi Gold Project and is committed to offering them meaningful and sustainable employment and support for long-term careers with the Company.

6. RECOGNISE AND MANAGE RISK

6.1 Risk Responsibilities between the Board and Management

The Board recognises that effective risk management is critical to the achievement of its strategic objectives and to minimise its exposure to any event or set of occurrences capable of causing adverse effects, while maximising the efficiency and effectiveness of its operations and generating value for all our stakeholders.

The Board has adopted a Risk Management Policy that aims to support the Company's risk processes and outlines the Company's commitment to sound risk management practices aligned to regulatory and stakeholder requirements.

The Board is responsible for setting the Company's risk appetite and satisfying itself that management has developed and implemented a sound system of risk management and internal controls. The Audit and Risk Committee is delegated with the responsibility for detailed work on this matter.

During the reporting period, the Board adopted a Risk Appetite Statement that aims to balance the potential for the creation of value through the pursuit of opportunities against the need to preserve value for our stakeholders. The Statement is critical in guiding management on the Board's attitudes and behaviours towards risk and is reviewed by the Board annually.

Accountability for risk acceptance is delegated to management where risks are within the thresholds set by the Board. Where risks exceed approved thresholds, they are brought to the attention of the Board, through the Audit and Risk Committee, to either accept the risk going forward or to require such action as are necessary to return the risk to within a tolerable range.

The **Risk Management Policy** is available on the Company's website.

6.2 Audit and Risk Committee Oversight of Risk

The Board's Audit and Risk Committee is mandated by the Board to provide risk management oversight. This includes responsibility for reviewing, at least annually, the effectiveness of the Company's Risk Management Policy and procedures, ensuring material risks are controlled, and operating with due regard to the risk appetite set by the Board.

During the reporting period, the Audit and Risk Committee reviewed and considered the desired risk appetite and the risk processes required to govern risk identification, assessment, monitoring, and reporting.

6.3 The Company's Approach to Risk and Risk Management Framework

Risk management is embedded into strategy-setting and decision-making processes and into daily business activities and processes through consultation and effective risk management leadership.

The Company's risk management processes extend across all levels. The Company is developing comprehensive training programs and advanced risk assessment tools to equip its workforce with the knowledge and skills necessary to identify and mitigate risks effectively. This decentralised approach will ensure that risk management is integrated into daily operations and decision-making processes, fostering a culture of continuous improvement and resilience.

6.4 Material Risks

The Company is exposed to a range of market, financial, operational, environmental, and socio-political risks that could adversely affect its future performance. The nature and potential impact of these risks can change over time and vary in the degree to which the Company can control them. The Company's key material risks include, but are not limited to:

Material Risks
Overall Project Development risk
Funding risk
Production and Cost Estimate risk
Development Stage risk
Economic Factors and Inflation risk
Approvals risk
Construction and Operations Workforce risk
Supply Chain risk
Resources risk
Development risk
Exploration risk
Regulatory risk
Pandemics and epidemics risk
Access risk
Health, Safety and Security risk
Environmental, Climate-change and Natural risk
Metallurgical risk

Further details on Project Risks related to the Hemi Gold Project are set out in various ASX Announcements, including an ASX Announcement on 28 September 2023 on the Hemi Gold Project Definitive Feasibility Study.

6.5 Climate Change Risk Management

The Board recognises that climate change may affect future operations directly and indirectly and oversees climate-related risks, covering threats and opportunities via the Sustainability Committee. In addition, the Board considers climate risk in its decision-making process.

The Company is committed to the Paris Agreement to limit global warming and accepts the key findings of the Intergovernmental Panel on Climate Change (**IPCC**) assessment of climate change science and potential climate change impacts.

The Company is preparing for mandatory climate reporting under the Australian Sustainability Reporting Standards (**ASRS**), and is integrating the TCFD recommendations into its governance, strategy, risk management and climate-

related targets. Notably, the TCFD recommendations are now incorporated into the International Financial Reporting Standards (**IFRS**), which the ASRS aligns with, but is tailored for local firms with a focus on climate.

6.6 Biodiversity Management

The Company is committed to reducing its impact on biodiversity values of conservation significance and has introduced a biodiversity management strategy across the business. The strategy includes minimising environmental impacts, promoting ecosystem restoration, and integrating conservation efforts into the planning, operational and closure phases of projects.

6.7 Internal Audit Function

Internal Audit provides independent and objective assurance on the adequacy and effectiveness of the Company's internal control environment, together with recommendations to improve the efficiency of the relevant systems and processes.

During the reporting period, the Company outsourced the internal audit function to bring a balance of external experience and internal knowledge.

Internal Audit operates under an Internal Audit Charter and dynamic plan approved by the Audit and Risk Committee. Internal Audit has full access to all functions, records, property and employees.

Internal Auditor reports functionally to the Audit and Risk Committee and administratively to the CFO. The results of internal audit activities are reported to the Audit and Risk Committee at each meeting.

The Internal Audit function evaluates whether:

- material risks are appropriately identified and managed;
- key internal controls are both designed and operating effectively;
- resources are adequately protected;
- controls are effective to recognise and address significant legislative or regulatory issues impacting us;
- the requirements set out in policies, standards and authorities are met; and
- whether there is any evidence of systemic weakness in the Group's framework of risk management and internal control.

7. COMMITMENT TO SHAREHOLDERS

7.1 Shareholder and Investor Engagement

The Company values and facilitates two-way dialogue with shareholders and investors and is committed to ensuring that shareholders have access to accurate, timely and effective information about the Company and its governance both through its website and other communication technologies.

The Managing Director is responsible for shareholder and investor relations activities with the assistance of the CFO. The Chair is responsible for engaging with shareholders on Board, governance and remuneration matters.

The Company has an active investor relations program to facilitate effective two-way communication with investors. This includes communicating through several channels and technologies to allow shareholders to participate in shareholder meetings and to have their enquiries heard.

The Company also hosts briefings for institutional investors and analysts to discuss information already released to the market via ASX and provide background information to assist analysts and institutions in understanding the Company's future prospects and progress on the development of the Hemi Gold Project.

Before giving any new and substantive investor or analyst presentations, the Company releases a copy of the presentation materials to ASX.

The Company aims to ensure that shareholders are provided with all information necessary to assess the Company's progress. The Company follows the principles of continuous disclosure to ensure all investors are fully informed on the Company's activities.

All market announcements are posted on the Company's website as soon as practicable after being released to the market.

7.2 Website

Ready access to information about the Company and all relevant corporate governance information is available via the Company's website at www.degreymining.com.au.

The Company publishes its ASX announcements, quarterly reports, financial reports, investor presentations, media releases, and other communications material on the Company's website at www.degreymining.com.au/investors/

7.3 Continuous Disclosure

The Company is committed to providing shareholders and the market with equal and timely access to material information concerning the Company in a factual, clear and balanced way.

The Company has adopted a Continuous Disclosure Policy, which sets out how it complies with its disclosure obligations under *Corporations Act 2001* (Cth) and the ASX Listing Rules.

The Board considers potential disclosure issues at each of its meetings.

The Managing Director and the CFO are responsible for overseeing and coordinating the disclosure of information to the media, analysts, brokers, and shareholders. The General Counsel and Company Secretary is responsible for communication with ASX.

The Managing Director is responsible for ensuring that employees are aware of their obligation to bring price-sensitive matters to management's attention and safeguard corporate information confidentiality to avoid the need for premature disclosure.

All market-sensitive information is first notified to ASX and then promptly placed on the Company's website following receipt of confirmation from ASX. Before giving any new and substantive investor or analyst presentations, the Company releases a copy of the presentation materials to ASX.

Key periodic shareholder communications include the Company's quarterly reports, annual report, and the annual resources and reserve statement.

Copies of the final versions of all material ASX announcements are provided to the Board promptly after those announcements have been made.

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

7.4 Electronic Communications

The Company gives shareholders the option to receive communications from, and send communications to, the Company and its Share Registry, Automic Limited (**Share Registry**), electronically.

In compliance with the recent changes to the *Corporations Act 2001* (Cth) specifically as a result of the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), the Company discloses on its website instructions on how shareholders can elect to receive communications.

The Company's website provides information to shareholders to enable direct contact with the Company and access Company information on demand. The website has an option for stakeholders to register to receive updates on the Company's ASX announcements.

7.5 Annual General Meetings

The Board regards the Company's Annual General Meeting (**AGM**) as an important opportunity to communicate with shareholders and encourages shareholders to attend the AGM and participate by exercising their voting rights and asking the Board questions.

The Board also encourages shareholders to submit any questions about the Company's performance so that these can be addressed before or at the AGM.

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

The Company's 2024 AGM will be held on 19 November 2024 in Perth, Western Australia. For this AGM, the Company has determined that a hybrid AGM will be held, enabling all shareholders to participate via audio facilities. This improves access and participation for those who cannot attend in person.

All the Directors are expected to attend shareholder meetings, either in-person or by video/phone, subject to any public gathering restrictions that may be in place at the time.



ADDITIONAL INFORMATION

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ASX Listing

ASX code: DEG

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Share Registrar

Automic Pty Limited

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