

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Westgold Resources Limited
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ABN/ARBN

009 260 306
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Financial year ended:

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

- These pages of our annual report:
- This URL on our website: <https://www.westgold.com.au/site/about-us/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 20 October 2023 and has been approved by the board.

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

Date: 20 October 2023

Name of authorised officer authorising lodgement: Susan Park Company Secretary

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

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

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

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

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

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

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

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

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

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

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

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either: <ul style="list-style-type: none"> <li>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</li> <li>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</li> </ul> </li> </ul> </li> </ul> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender 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>.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at:  <a href="https://www.westgold.com.au/site/about-us/corporate-governance">https://www.westgold.com.au/site/about-us/corporate-governance</a></p>
<p>1.6 A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(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.</li> </ul>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement.</p>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7 A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</li> <li>(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.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement.	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>		
2.1 The board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have a nomination committee which:               <ul style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:                   <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ul> </li> </ul> </li> <li>(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.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at <a href="https://www.westgold.com.au/site/about-us/corporate-governance">https://www.westgold.com.au/site/about-us/corporate-governance</a> and the information referred to in paragraphs (4) and (5) in our Annual Report.	
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.	<input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: <a href="https://www.westgold.com.au/site/about-us/corporate-governance">https://www.westgold.com.au/site/about-us/corporate-governance</a>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.3 A listed entity should disclose: <ul style="list-style-type: none"> <li>(a) the names of the directors considered by the board to be independent directors;</li> <li>(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</li> <li>(c) the length of service of each director.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors, and, where applicable, the information referred to in paragraph (b) and the length of service of each director in our Corporate Governance Statement and Annual Report.	
2.4 A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	
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"/>	
2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>		
3.1 A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: <a href="https://www.westgold.com.au/site/about-us/our-purpose-values">https://www.westgold.com.au/site/about-us/our-purpose-values</a>	
3.2 A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://www.westgold.com.au/site/about-us/corporate-governance">https://www.westgold.com.au/site/about-us/corporate-governance</a>	



Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
3.3 A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://www.westgold.com.au/site/about-us/corporate-governance">https://www.westgold.com.au/site/about-us/corporate-governance</a>	
3.4 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at <a href="https://www.westgold.com.au/site/about-us/corporate-governance">https://www.westgold.com.au/site/about-us/corporate-governance</a>	
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>		
4.1 The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (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 (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.	<input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://www.westgold.com.au/site/about-us/corporate-governance">https://www.westgold.com.au/site/about-us/corporate-governance</a> and the information referred to in paragraphs (4) and (5) in our Annual Report.	



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"/>	
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"/>	
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our ASX Disclosure Policy at: <a href="https://www.westgold.com.au/site/about-us/corporate-governance">https://www.westgold.com.au/site/about-us/corporate-governance</a>	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://www.westgold.com.au/site/about-us/corporate-governance">https://www.westgold.com.au/site/about-us/corporate-governance</a>	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of Shareholders.	<input checked="" type="checkbox"/>	
6.4	A listed entity should ensure that all substantive resolutions at a meeting of Shareholders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	



6.5	A listed entity should give Shareholders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ol> <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"/> and we have disclosed a copy of the charter of the committee at: <a href="https://www.westgold.com.au/site/about-us/corporate-governance">https://www.westgold.com.au/site/about-us/corporate-governance</a> and the information referred to in paragraphs (4) and (5) in our Annual Report.	
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement.	
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<input checked="" type="checkbox"/>	



7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement and our 2023 Sustainability Report.	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>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>	<input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://www.westgold.com.au/site/about-us/corporate-governance">https://www.westgold.com.au/site/about-us/corporate-governance</a> and the information referred to in paragraphs (4) and (5) in our Annual Report.	
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.	<input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Corporate Governance Statement and our Annual Report.	



8.3	A listed entity which has an equity-based remuneration scheme should: (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 (b) disclose that policy or a summary of it.	<input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it in our Corporate Governance Statement.	
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**WESTGOLD RESOURCES LIMITED**  
**ACN 009 260 306**

**CORPORATE GOVERNANCE STATEMENT**  
**FOR THE FINANCIAL YEAR ENDING 30 JUNE 2023**

The Board of Westgold Resources Limited (ASX:WGX) (“Westgold” or “the Company”) has responsibility for corporate governance for the Company and its subsidiaries and has implemented policies, procedures and systems of control with the intent of providing a strong framework and practical means for ensuring good governance outcomes which meet the expectations of all stakeholders.

This Corporate Governance Statement is current as at 20 October 2023 and has been approved by the Board of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company has, during the financial year ending 30 June 2023, followed the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations 4<sup>th</sup> Edition (**Recommendations**). The Company will continue to review its policies to ensure they reflect any changes within the Company, or to accepted principles and good practice. The Recommendations are not mandatory, however the Recommendations that have not been followed for any part of the reporting period have been identified and reasons provided for not following them along with what (if any) alternative governance practices were adopted in lieu of the recommendation during that period.

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

The Company’s Corporate Governance Plan and other corporate governance policies are available on the Corporate Governance page on the Company’s website at <https://www.westgold.com.au/site/about-us/corporate-governance>.

This Statement sets out corporate governance practices adopted by the Board and which were in place during the financial year ending 30 June 2023.

By order of the Board



Susan Park  
Company Secretary

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<b>Principle 1: Lay solid foundations for management and oversight</b>		
<b>Recommendation 1.1</b> A listed entity should have and disclose a board charter setting out: <ul style="list-style-type: none"> <li>a) the respective roles and responsibilities of its board and management; and</li> <li>b) those matters expressly reserved to the board and those delegated to management.</li> </ul>	YES	The Company has adopted a Board Charter which sets out the principles for the role of the board of directors and governs the ongoing operation of the Board.  A copy of the Board Charter is in the Corporate Governance section on the Company's website.
<b>Recommendation 1.2</b> A listed entity should: <ul style="list-style-type: none"> <li>a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</li> <li>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.</li> </ul>	YES	(a) The Company has guidelines for the appointment and selection of the Board in its Board Charter and its Remuneration and Nomination Committee Charter. The Board ensures appropriate checks (including checks in respect of character, experience, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person, or putting forward to Shareholders a candidate for election, as a Director. These checks take place prior to putting forward a Director to Shareholders for election at a General Meeting or Annual General Meeting.  (b) The Board (operating under the Remuneration and Nomination Committee Charter) ensures all material information relevant to a decision on whether or not to elect or re-elect a Director of the Company (including biographical details, qualifications, the candidate's independence and a statement from the Board as to whether it supports the candidate's existing directorships (if any)) is provided to Shareholders in the Notice of Meeting containing the resolution to elect or re-elect a Director. The Board will include this material information in the Company's 2023 Notice of Annual General Meeting.
<b>Recommendation 1.3</b> A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	YES	The Company's Directors and senior executives are party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment.  The Company has had written agreements with each of its Directors and senior executives for the past financial year.
<b>Recommendation 1.4</b> The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	YES	The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board and any Board sub-committees. In this regard, the Company Secretary has a direct line of communication with the Chair.

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p><b>Recommendation 1.5</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</li> <li>(c) disclose in relation to each reporting period:               <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either:                   <ul style="list-style-type: none"> <li>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</li> <li>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</li> </ul> </li> </ul> </li> </ul> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender 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>	NO	<ul style="list-style-type: none"> <li>(a) The Company has adopted a Diversity Policy which provides a framework for the Company to establish and achieve measurable diversity objectives, including in respect of gender diversity. The Diversity Policy allows the Board to set measurable gender diversity objectives, if considered appropriate, and to assess annually both the objectives if any have been set and the Company's progress in achieving them.</li> <li>(b) The Diversity Policy is available in the corporate governance section on the Company's website.</li> </ul> <p>Westgold is actively managing diversity as a means of enhancing the Company's performance by recognising and utilising the contributions of diverse skills and talent from its employees. It is the Board's responsibility and objective to foster an environment within the Company where individual differences are respected, employment opportunities are based on merit, skill and ability, and where inappropriate attitudes, behaviours and practices at all levels within the Company and its subsidiaries are confronted and eliminated.</p> <p>Westgold did not set a measurable objective for gender diversity in FY2023. The Company encourages diversity in employment and in the composition of the Board, as a mechanism to ensure that the Company is able to draw on a variety of skill, talent and previous experiences in order to maximise the Company's performance.</p> <p>Westgold reports its gender metrics annually in its Sustainability Report.</p> <p>The Diversity Policy and FY2023 Sustainability Report are located on the Company's website.</p>
<p><b>Recommendation 1.6</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(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.</li> </ul>	YES	<ul style="list-style-type: none"> <li>(a) The Board regularly monitors its own performance, the performance of individual Directors and Committees. This occurs through an internally managed review process that is led by the Chair of the Board. The evaluation process incorporates available survey tools, one on one meetings between the Chair and each Director. Prior to appointing any new Director, a review process will be undertaken to ensure any new Director's skill set aligns with the Company's requirements at Board level and its strategic plan.</li> <li>(b) During the financial year the performance of the Board and the Directors was regularly assessed by the Chair and appropriate feedback provided. The Chair maintained open and honest communication with all Board</li> </ul>

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		<p>members and Committee Chairs throughout the year. The Chair was responsible for evaluation of the Board, its Committees and its members on an informal and as required basis throughout the financial year.</p>
<p><b>Recommendation 1.7</b>            A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>YES</p>	<p>(a) The Company conducts annual performance reviews of senior executives. The performance of the executive leadership team is evaluated by the Managing Director with input from the Board. The metrics and criteria applied to this evaluation is set out in the Company's Annual Report for the reporting period which is available on the Company's website under Annual Reports. The performance of the Chief Executive Officer (CEO)/Managing Director is evaluated by the Chair with input from the Board.</p> <p>(b) The Company has completed performance evaluations in respect of the senior executives for the past financial year in accordance with the applicable processes.</p>
<p><b>Principle 2: Structure the Board to be effective and add value</b></p>		
<p><b>Recommendation 2.1</b>            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>YES</p>	<p>The Company had a Remuneration and Nomination Committee during the financial year. As at 30 June 2023, the Committee was comprised of an independent Chair (Non-executive Director Mr J. Matthys) and three independent Non-executive Director members (Ms F. Van Maanen, Mr G. Davison and Mr D. Kelly). Independent Non-executive Director Mr J. Matthys was appointed Chair of the Remuneration and Nomination Committee on 26 July 2022 following the resignation of Mr P. Schwann. Mr D. Kelly was appointed to the Committee on 5 November 2022.</p> <p>The Committee had at least three members and a majority of independent Directors during the year.</p> <p>The number of times the Committee met during that year and the individual attendances of the members at those meetings is disclosed in the Company's Annual Report.</p> <p>The Annual Report also includes the qualifications and experience of all Directors including the Directors which are members of the Committee.</p> <p>The Charter of the Remuneration and Nomination Committee is located on the Corporate Governance page of the Company's website.</p>

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<b>Recommendation 2.2</b> 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.	YES	The current Board's skills matrix is available on the Company's website. Full details as to each Director and senior executive's relevant skills and experience are available in the Company's Annual Report.
<b>Recommendation 2.3</b> A listed entity should disclose: <ul style="list-style-type: none"> <li>(a) the names of the directors considered by the board to be independent directors;</li> <li>(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</li> <li>(c) the length of service of each director.</li> </ul>	YES	(a) During the financial year, the Company had six independent Directors: <ul style="list-style-type: none"> <li>• Hon. Cheryl Edwardes AM (Non-Executive Chair)</li> <li>• Ms Fiona Van Maanen (Non-Executive Director)</li> <li>• Mr Gary Davison (Non-Executive Director)</li> <li>• Mr Julius Matthys (Non-Executive Director)</li> <li>• Mr Peter Schwann (Non-Executive Director) (Resigned 26 July 2022)</li> <li>• Mr David Kelly (Non-Executive Director) (Appointed 5 November 2022)</li> </ul> (b) There are no independent Directors who fall into this category. (c) The Company's Annual Report discloses the length of service of each Director.
<b>Recommendation 2.4</b> A majority of the board of a listed entity should be independent directors.	YES	The Board has a majority of independent directors. The only Director that is not considered to be independent is Mr Wayne Bramwell, due to his executive position in the Company. During the financial year the Company had six independent Directors: <ul style="list-style-type: none"> <li>• Hon. Cheryl Edwardes AM (Non-Executive Chair)</li> <li>• Ms Fiona Van Maanen (Non-Executive Director)</li> <li>• Mr Gary Davison (Non-Executive Director)</li> <li>• Mr Julius Matthys (Non-Executive Director)</li> <li>• Mr Peter Schwann (Non-Executive Director) (Resigned 26 July 2022)</li> </ul>
<b>Recommendation 2.5</b>		

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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.	YES	The Chair of the Company Hon. C. Edwardes AM is an independent Director and is not the CEO of the Company.
<p><b>Recommendation 2.6</b></p> <p>A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</p>	YES	<p>The Remuneration and Nomination Committee is responsible for the establishment and facilitation of the induction program for new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board.</p> <p>The Company Secretary is responsible for helping to organise and facilitate inductions and professional development for directors. The Company Secretary regularly provides information to the Directors which may assist in their ongoing professional development.</p>
<b>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</b>		
<p><b>Recommendation 3.1</b></p> <p>A listed entity should articulate and disclose its values.</p>	YES	The Board has adopted a set of values which are the foundation for how the Company achieves its business objectives. Our values are supported by the Code of Conduct and other key governance principles and policies which are approved by the Board. The Company's values are available on the Company's website.
<p><b>Recommendation 3.2</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>b) ensure that the board or a committee of the board is informed of any material breaches of that code.</li> </ul>	YES	<p>The Company aims to maintain the highest standard of lawful and ethical behaviour in business dealings and to behave with integrity in all its dealings with all our stakeholders including Shareholders, employees, government, suppliers, Traditional Owners and the community. Directors and employees are expected to perform their duties in a professional manner and act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.</p> <p>The Board is responsible for setting the tone of legal, ethical and moral conduct to ensure that the Company is considered reputable by the industry and other outside entities. This involves considering the impact of the Company's decisions on the industry, its colleagues and the broader community.</p> <p>The Company's Corporate Code of Conduct applies to all employees, individual contractors, consultants, managers and the Board, including temporary employees, individual contractors and directors of Westgold.</p>

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		The Company's Corporate Code of Conduct is available on the Company's website.
<b>Recommendation 3.3</b> A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a whistleblower policy; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</li> </ul>	YES	The Company's Whistleblower Policy is available on the Company's website. The Board is informed of any material breaches of this Policy. Each Board meeting has a standard agenda item on 'Corporate Governance' whereby breaches of any codes, policies or charters, if any, are disclosed to the Board.
<b>Recommendation 3.4</b> A listed entity should: <ul style="list-style-type: none"> <li>a) have and disclose an anti-bribery and corruption policy; and</li> <li>b) ensure that the board or committee of the board is informed of any material breaches of that policy.</li> </ul>	YES	The Company's Anti-bribery and Corruption Policy is available on the Company's website. The Board is informed of any material breaches of this Policy. Each Board meeting has a standard agenda item on 'Corporate Governance' whereby breaches of any codes, policies or charters, if any, are disclosed to the Board.
<b>Principle 4: Safeguard the integrity of corporate reports</b>		
<b>Recommendation 4.1</b> The board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have an audit committee which:               <ul style="list-style-type: none"> <li>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, who is not the chair of the board,</li> </ul>               and disclose:               <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the relevant qualifications and experience of the members of the committee; and</li> <li>(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</li> </ul> </li> <li>(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</li> </ul>	YES	The Company has an Audit, Risk and Compliance Committee. As at 30 June 2023, the Committee was comprised of an independent Chair (Non-executive Director Ms F. Van Maanen) and three independent Non-executive Director members (Mr D. Kelly, Mr G. Davison and Mr J. Matthys). Mr D. Kelly was appointed to the Committee on 5 November 2022. Mr P Schwann resigned from the Committee on 26 July 2022 on resignation from the Board on that date. The Committee had at least three members and a majority of independent Directors during the year. The number of times the Committee met during the year and the individual attendances of the members at those meetings is disclosed in the Company's Annual Report. The Annual Report also includes the qualifications and experience of all Directors including the Directors who are members of the Committee. The Charter of the Audit, Risk and Compliance Committee is on the Corporate Governance page of the Company's website. The Company's auditors attend and present their closing audit report to the Audit, Risk and Compliance Committee prior to approval of both the Half Year and Full Year Financial Statements. The auditor's closing report is also circulated to the full Board.

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removal of the external auditor and the rotation of the audit engagement partner.		
<p><b>Recommendation 4.2</b></p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	YES	<p>The Company's Managing Director/CEO and CFO (or, if none, the person(s) fulfilling those functions) is required to provide a sign off on these terms.</p> <p>The Company has obtained a sign off on these terms in the past financial year.</p>
<p><b>Recommendation 4.3</b></p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	YES	<p>The Company's executive management team ensures that the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, are materially accurate, balanced and provide investors with appropriate information to make informed investment decisions.</p> <p>Where a periodic corporate report is not required to be audited or reviewed by an external auditor, Westgold conducts an internal verification process to confirm the integrity of the report, to ensure that the content of the report is materially accurate, and to provide investors with appropriate information to make informed investment decisions. Appropriate supporting information for such corporate reports are sought and retained on preparation of the report and the full Board reviews and approves the release of such reports.</p> <p>Copies of all market announcements are also required to be circulated to the Board in draft for approval and promptly on release, to ensure the Board has timely oversight of the nature and quality of information being disclosed to the market.</p>
<b>Principle 5: Make timely and balanced disclosure</b>		
<p><b>Recommendation 5.1</b></p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	YES	<p>The Company's corporate governance policies include a Disclosure Policy which is available on the Company's website. The Disclosure Policy applies to all directors and those members of senior management who are most likely to be in possession of, or become aware of, the relevant information.</p>

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<b>Recommendation 5.2</b> A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	YES	Copies of all market announcements are circulated by the Company Secretary promptly to the Board to ensure the Board has timely oversight of the nature and quality of information being disclosed to the market.
<b>Recommendation 5.3</b> A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	YES	Any new and substantive investor or analyst presentations are released on the ASX Market Announcements Platform ahead of the presentation. The Chair, Managing Director and Company Secretary ensure that any new and substantive investor or analyst presentations are released to ASX ahead of the presentation.  Where practicable, the Company will consider providing shareholders the opportunity to participate in such presentations.
<b>Principle 6: Respect the rights of security holders</b>		
<b>Recommendation 6.1</b> A listed entity should provide information about itself and its governance to investors via its website.	YES	Information about the Company and its governance is available in the Corporate Governance section on the Company's website.
<b>Recommendation 6.2</b> A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	YES	The Company has adopted a Shareholder Communications Policy which aims to promote and facilitate effective two-way communication with investors. The Policy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website.  The Board aims to ensure that Shareholders are provided with all of the information necessary to assess the performance of the Company. The Company follows the principles of continuous disclosure to ensure all investors are fully informed on the activities of the Company.  Westgold's website is the primary medium of providing information to Shareholders and stakeholders. All ASX announcements are placed on Westgold's website. Information is also provided on the Board and executive management, the Company's purpose and values, strategy, gold operations, corporate governance and sustainability.  The Investors section of the website includes information on the Company's share price, financial reports and copies of investor presentations. There are also details on how to contact the Company's share registry by phone or email and an online form for Shareholders to direct inquiries to the Company as well as phone and email contact details for all media and investor relation enquiries. There is a

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		<p>subscription service available to subscribe for email alerts when ASX/Media announcements are released.</p> <p>The Company's annual general meeting provides an important opportunity for Westgold to provide information to its Shareholders and a reasonable opportunity for informed Shareholder participation. The annual general meeting provides an important occasion to update Shareholders on the Company's performance and offers an opportunity for Shareholders to ask questions of, and to hear from, the Board. Westgold encourages Shareholder attendance at Shareholders' meetings and Shareholders are also able to submit a proxy voting form electronically via a link to the Company's share registry.</p> <p>Shareholders who are not able to attend Shareholder meetings have the opportunity to provide questions or comments ahead of the meeting. Where appropriate, these questions will be answered at the meeting. All resolutions at the annual general meeting and any general meetings of Shareholders are decided by a poll.</p>
<p><b>Recommendation 6.3</b></p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>YES</p>	<p>Shareholders are encouraged to participate at all general meetings and annual general meetings of the Company. Shareholder meeting materials include a statement encouraging all shareholders to participate in the meeting.</p>
<p><b>Recommendation 6.4</b></p> <p>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.</p>	<p>YES</p>	<p>All resolutions at the annual general meeting and any general meetings of Shareholders are decided by a poll rather than a show of hands. The Company's share registry assist with the running of the poll.</p>
<p><b>Recommendation 6.5</b></p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>YES</p>	<p>The Shareholder Communications Policy provides that Shareholders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report and half-yearly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.</p> <p>The Company's Shareholders can also register with the Company's share registry to receive communications electronically rather than via mail, where applicable.</p> <p>Shareholders queries are referred to the Company Secretary in the first instance.</p>
<p><b>Principle 7: Recognise and manage risk</b></p>		

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<p><b>Recommendation 7.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ol> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>YES</p>	<p>The Company has an Audit, Risk and Compliance Committee.</p> <p>As at 30 June 2023, the Committee was comprised of an independent Chair (Non-executive Director Ms F. Van Maanen) and three independent Non-executive Director members (Mr D. Kelly, Mr G. Davison and Mr J. Matthys). Mr D. Kelly was appointed to the Committee on 5 November 2022. Mr P Schwann resigned from the Committee on 26 July 2022 on resignation from the Board on that date.</p> <p>The number of times the Committee met during the reporting period and the individual attendances of the members at those meetings is disclosed in the Company's Annual Report. The Annual Report also includes the qualifications and experience of all Directors including the Directors which are members of the Committee.</p> <p>The Charter of the Audit, Risk and Compliance Committee is included on the Corporate Governance page of the Company's website. The Charter outlines the process of risk management and internal compliance and control.</p> <p>Risk is a standing agenda item at each Board meeting. The Company's Risk Registers are regularly updated and presented at each Board meeting by the Managing Director and the Board discusses any material matters or changes to the Registers during the Board meeting. The Risk Register is also reviewed by the Audit, Risk and Compliance Committee during the year.</p>
<p><b>Recommendation 7.2</b></p> <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>YES</p>	<p>The Audit, Risk and Compliance Committee oversees Westgold's risk management framework. The role of the Audit, Risk and Compliance Committee is to review and make recommendations to the Board in relation to but not limited to the following:</p> <ul style="list-style-type: none"> <li>• the adequacy of Westgold's processes for managing risk;</li> <li>• any incident involving fraud or other breakdown of Westgold's internal controls; and</li> <li>• Westgold's insurance program, having regard to its business and the insurable risks associated with its business.</li> </ul> <p>The Audit, Risk and Compliance Committee, at least annually, considers the overall risk management framework and risk profile and annually reviews its effectiveness in meeting sound corporate governance principles and keeps the Board informed of all significant business risks. The Company has completed a review of the Company's risk management framework during 2023.</p>

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		<p>In addition, the Managing Director is required to report on the management of risk as a standing 'Risk' agenda item at each Board meeting.</p> <p>The Board are encouraged to update and challenge the matters disclosed with respect to the Company's risk at and between each Board meeting and to raise any material risks that they believe are not adequately dealt with.</p>
<p><b>Recommendation 7.3</b></p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p>YES</p>	<p>The Company does not currently have a formal internal audit function. The Board oversees the effectiveness of governance, risk management and internal control processes.</p> <p>Management is charged with resourcing, operating and monitoring the system of internal control, incorporating risk responses in the form of controls into its management systems, and reporting results of the effectiveness of these systems to the Board.</p> <p>Although no system of internal control can provide absolute assurance that the business risks will be fully mitigated, the internal control systems adopted by the Company have been designed to meet the Company's specific needs and the risks to which it is exposed. Internal control measures currently adopted by the Board include:</p> <ul style="list-style-type: none"> <li>(i) monthly reporting to the Board in respect of operational and financial performance;</li> <li>(ii) authority limits established for management which must not be exceeded unless prior Board approval is obtained;</li> <li>(iii) a compliance procedure for the purpose of ensuring compliance with the Company's continuous disclosure obligations; and</li> <li>(iv) regular reports to the Board by appropriate members of the management team and/or independent advisers, outlining the nature of particular risks and highlighting measure which are either in place or can be adopted to manage or mitigate those risks.</li> </ul> <p>The Board monitors the need for an internal audit function having regard to the size, location and complexity of the Company's operations. Certain specific areas are chosen for external review as considered prudent.</p> <p>The Board reviews risk management and internal compliance procedures at each Board meeting under the heading of 'Risk' and monitors the quality of the accounting function.</p>

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<p><b>Recommendation 7.4</b></p> <p>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.</p>	YES	<p>The Company's Audit, Risk and Compliance Committee Charter requires the Committee to review the disclosure by the Company on whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks. The Company's exposure to material economic, environmental and social sustainability risks, if any, is included in the FY2023 Sustainability Report, the operations review in the Annual Report and under its continuous disclosure obligations.</p>
<p><b>Principle 8: Remunerate fairly and responsibly</b></p>		
<p><b>Recommendation 8.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ol> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	YES	<p>The Company had a Remuneration and Nomination Committee during the financial year. As at 30 June 2023, the Committee was comprised of an independent Chair (Non-executive Director Mr J. Matthys) and three independent Non-executive Director members (Ms F. Van Maanen, Mr G. Davison and Mr D. Kelly). Independent Non-executive Director Mr J. Matthys was appointed Chair of the Remuneration and Nomination Committee on 26 July 2022 following the resignation of Mr P. Schwann. Mr D. Kelly was appointed to the Committee on 5 November 2022.</p> <p>The Committee had at least three members and a majority of independent Directors during the year.</p> <p>The number of times the Committee met during that year and the individual attendances of the members at those meetings is disclosed in the Company's Annual Report.</p> <p>The Annual Report also includes the qualifications and experience of all Directors including the Directors which are members of the Committee.</p> <p>The Charter of the Remuneration and Nomination Committee is located on the Corporate Governance page of the Company's website.</p>
<p><b>Recommendation 8.2</b></p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	YES	<p>The Company's Board and Executive Remuneration Policy provides that the Board must approve the Company's remuneration framework and satisfy itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite.</p> <p>The Board discloses its policies and practices regarding the remuneration of Directors and senior executives in the Remuneration Report contained in the Company's Annual Report.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p><b>Recommendation 8.3</b></p> <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>YES</p>	<p>(a) The Company had an equity based remuneration scheme during the past financial year. The Company's policies and practices regarding the remuneration of Directors and senior executives, including equity-based remuneration, is disclosed in the Remuneration Report in the Annual Report.</p> <p>(b) Executives are prohibited from entering into transactions or arrangements which limit the economic risk of participating in equity based remuneration or in unvested entitlements.</p>