

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Alkane Resources Limited

ABN/ARBN

35 000 689 216

Financial year ended:

30 June 2023

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



Attached to this Appendix 4G after the Annexure



This URL on our
website:

www.alkane.com.au/company/governance/

The Corporate Governance Statement is accurate and up to date as at 19 September 2023 and has been approved by the board.

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

Date: 23 October 2023

Name of authorised officer
authorising lodgement: Dennis Wilkins
Company Secretary

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.	☒ and we have disclosed a copy of our board charter at: www.alkane.com.au/company/governance/	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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 <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
1.5 A listed entity should: (a) have and disclose a diversity policy; (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 (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (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 (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. 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.	☒ and we have disclosed a copy of our diversity policy at: www.alkane.com.au/company/governance/ and we have disclosed the information referred to in paragraph (c) at: our Corporate Governance Statement and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (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.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: www.alkane.com.au/company/governance/ and in our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: our Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (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.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: www.alkane.com.au/company/governance/ and in our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: our Corporate Governance Statement	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	☐ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: www.alkane.com.au/company/governance/ and the information referred to in paragraphs (4) and (5) at: the Company's 2023 Annual Report at www.alkane.com.au/investors/financial-and-quarterly-reports/ <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at: <i>[insert location]</i>	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ and we have disclosed our board skills matrix at: our Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: our Corporate Governance Statement and the length of service of each director at: our Corporate Governance Statement and the Company's 2023 Annual Report at www.alkane.com.au/investors/financial-and-quarterly-reports/	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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
2.4	A majority of the board of a listed entity should be independent directors.	☐	☒ set out in our Corporate Governance Statement OR ☐ 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.	☐	☒ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: www.alkane.com.au/company/about-alkane/	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: www.alkane.com.au/company/governance/	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: www.alkane.com.au/company/governance/	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy at: www.alkane.com.au/company/governance/	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
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.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: www.alkane.com.au/company/governance/ and the information referred to in paragraphs (4) and (5) at: the Company's 2023 Annual Report at www.alkane.com.au/investors/financial-and-quarterly-reports/ <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement
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.	☒	☐ 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.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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
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.	☒ and we have disclosed our continuous disclosure compliance policy at: www.alkane.com.au/company/governance/	☐ 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.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ 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.	☒ and we have disclosed information about us and our governance on our website at: www.alkane.com.au	☐ 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.	☒	☐ 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.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: www.alkane.com.au/company/governance/ and in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	☐ 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.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: www.alkane.com.au/company/governance/ and the information referred to in paragraphs (4) and (5) at: the Company's 2023 Annual Report at www.alkane.com.au/investors/financial-and-quarterly-reports/ <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement
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.	☐ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: our Corporate Governance Statement	☒ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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
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.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: our Corporate Governance Statement	☐ 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.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: our Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at: our Corporate Governance Statement	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	☒ [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: www.alkane.com.au/company/governance/ and the information referred to in paragraphs (4) and (5) at: the Company's 2023 Annual Report at www.alkane.com.au/investors/financial-and-quarterly-reports/ [If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: [insert location]	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: the Company's 2023 Annual Report at www.alkane.com.au/investors/financial-and-quarterly-reports/	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ and we have disclosed our policy on this issue or a summary of it at: www.alkane.com.au/company/governance/	☐ set out in our Corporate Governance Statement OR ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ and we have disclosed information about the processes in place at: [insert location]	☐ set out in our Corporate Governance Statement OR ☒ we do not have a director in this position and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement OR ☒ we are established in Australia and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement OR ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: [insert location]	☐ set out in our Corporate Governance Statement



Corporate Governance Statement

Approach to Corporate Governance

Alkane Resources Ltd ACN 000 689 216 (**Company**) has established a corporate governance framework, the key features of which are set out in this statement.

In establishing its corporate governance framework, the Company has referred to the recommendations set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th edition (**Principles & Recommendations**). The Company has followed each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices.

Where the Company's corporate governance practices follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices do not follow a recommendation, the Board has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices the Company has adopted instead of those in the recommendation.

The following governance-related documents can be found on the Company's website at <https://www.alkane.com.au/company/governance/>.

Charters

- Board
- Audit Committee
- Nomination Committee
- Remuneration Committee
- Risk Committee

Policies and Procedures

- Policy and Procedure for Selection and (Re)Appointment of Directors
- Process for Performance Evaluations
- Policy on Assessing the Independence of Directors
- Diversity Policy
- Code of Conduct
- Policy on Continuous Disclosure and Market Communications
- Compliance Procedures (summary)
- Procedure for the Selection, Appointment and Rotation of External Auditor
- Shareholder Communication and Investor Relations Policy
- Risk Management Policy (summary)
- Securities Trading Policy
- Induction Program
- Whistleblower Policy
- Anti-Bribery and Corruption Policy
- Safety, Health & Sustainability Policy

The Company reports below on whether it has followed each of the recommendations during the 2023 financial year (**Reporting Period**). This statement was approved by a resolution of the Board on 19 September 2023.



Recommendations (4 th Edition)	Comply	Disclosure								
Principle 1 – Lay solid foundations for management and oversight										
Recommendation 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.	YES YES	The Company has established the respective roles and responsibilities of its Board and executive management, those matters expressly reserved to the Board and those delegated to executive management. This information is available to view in the <i>Board Charter</i> on the Company website.								
Recommendation 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.	YES YES	The Company undertakes appropriate reference checks before appointing a person or putting forward to shareholders a candidate for election as a director. The Company completes comprehensive reference checks that cover the directors’ education, experience, potential conflicts, bankruptcy, and any ASIC disqualification. More information regarding the scrutiny undertaken is included in the Company’s <i>Policy and Procedure for the Selection and (Re)Appointment of Directors</i>. To ensure our shareholders can make a fully informed decision whether to elect a director, material information regarding that director standing for election or re-election is provided within the explanatory statement of the Notice of AGM in addition to the Director’s Report (in the Annual Report). Such information includes the individuals’ professional biography and whether the Board supports the appointment or re-election of the person.								
Recommendation 1.3 A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	YES	The Company has a written agreement with each director and senior executive setting out the terms of their appointment and/or employment, which sets out the material terms and conditions and the Company’s expectations, in addition to separate invitations to senior executives for performance-based incentives. The material terms of any employment, service, or consultancy agreement the Company, or any of its child entities, has entered into with its Managing Director, any of its directors, and any other person or entity who is a related party of the Managing Director or any of its directors has been disclosed in accordance with ASX Listing Rule 3.16.4 (taking into consideration the exclusions from disclosure outlined in that rule). For further information regarding the details within these agreements, refer to the Remuneration Report which is included in the Company’s Annual Report.								
Recommendation 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	YES	The Company Secretaries are accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board, including the maintenance of its materials and records and advising on corporate governance matters. All matters to do with the proper functioning of the Board are outlined in the Company’s <i>Board Charter</i> as mentioned at 1.1. The advice and services of the Company Secretaries is available to all Directors and Committees.								
Recommendation 1.5 A listed entity should: a) have and disclose a diversity policy; 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 c) disclose in relation to each reporting period: 1) the measurable objectives set for that period to achieve gender diversity; 2) the entity’s progress towards achieving those objectives; and 3) either: i. 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 ii. 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.	YES YES YES YES N/A YES	The Company has a <i>Diversity Policy</i>, which includes requirements for the Nomination Committee to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company’s progress in achieving them. The Company aims to attract and retain a diverse range of talented people to work in all levels of its business and all locations. Alkane places value on diversity and inclusion and acknowledges the enhanced business performance this brings. The Board has adopted a <i>Diversity Strategy</i>, which details the Company’s measurable objectives for achieving gender diversity in accordance with the <i>Diversity Policy</i>. The following table outlines the objectives that have been set by the Board: <table><tr><th>Objective</th><th>Target</th></tr><tr><td>Gender representation on the Board.</td><td>30% or more Female Directors on the Board by 30 June 2024.</td></tr><tr><td>Gender representation within the workforce.</td><td>By 30 June 2024 women will represent greater than the average of the ‘Gold Ore Mining within the Metal Ore Mining Group’ (WGEM) percentage at all levels of the organisation.</td></tr><tr><td>Support and improve female representation</td><td>Hiring practices will be more focused to target female candidate representation of 40% or the historical female participation</td></tr></table>	Objective	Target	Gender representation on the Board.	30% or more Female Directors on the Board by 30 June 2024.	Gender representation within the workforce.	By 30 June 2024 women will represent greater than the average of the ‘Gold Ore Mining within the Metal Ore Mining Group’ (WGEM) percentage at all levels of the organisation.	Support and improve female representation	Hiring practices will be more focused to target female candidate representation of 40% or the historical female participation
Objective	Target									
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Support and improve female representation	Hiring practices will be more focused to target female candidate representation of 40% or the historical female participation									

Recommendations (4 th Edition)	Comply	Disclosure	
			percentage for the relevant employment category, whichever is the greater.
		The following table outlines the Board's progress towards achieving the objectives during the Reporting Period:	
		Measurable Objective	Progress during FY23
		Increase the representation of women at Board level	There were no Board appointments made or considered during the Reporting Period.
		Increase the representation of women at Executive Management level	Women in the workforce grew from 9 – 12% during the period
		Increase the representation of women at professional/technical level	Women in the workforce grew from 9 – 12% during the period
		In general, aim for and encourage the recruitment of at least 20% of new personnel to be female	Women in the workforce grew from 9 – 12% during the period
		The Company is a “relevant employer” under the Workplace Gender Equality Act. The Company’s most recent “Gender Equality Indicators” are available using the WGEA Data Explorer tool on the Workplace Gender Equality Agency’s website.	
Recommendation 1.6 <i>A listed entity should:</i> <i>a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</i> <i>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.</i>	YES YES	The Nomination Committee is responsible for developing the process of Board performance evaluation to consider matters such as corporate strategy, annual budget, and consideration of the level and effectiveness of the Board’s interaction with Executive Management in line with the Company’s <i>Process for Performance Evaluations</i> . The Chair is responsible for evaluating the Board and, when deemed appropriate, Board committees and individual directors. The Chair’s evaluation of the Board was an informal process during the Reporting Period via a roundtable discussion.	
Recommendation 1.7 <i>A listed entity should:</i> <i>a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</i> <i>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.</i>	YES YES	The Managing Director is responsible for evaluating the performance of senior executives, based on performance objectives as considered by the Remuneration Committee. Guidelines for Executive Remuneration are available within the Remuneration Committee Charter available on the Company website, https://www.alkane.com.au/company/governance/ . The Remuneration Committee is responsible for recommending to the Board the annual financial and non-financial goals of the Managing Director and assessing the performance of the Managing Director. Further information on the Managing Directors’ performance is available in the Remuneration Report. The senior executives’ performance is assessed annually against short and long term criteria relating to the performance of the senior executive and the Company as a whole. Further information on performance assessment is contained in the Remuneration Report which forms part of the Directors’ Report in the Annual Report. During the Reporting Period evaluations of senior executives and the Managing Director took place in accordance with the process disclosed in the Company’s <i>Process for Performance Evaluations</i> .	



Recommendations (4 th Edition)	Comply	Disclosure																								
Principle 2 – Structure the board to be effective and add value																										
Recommendation 2.1 The board of a listed entity should: a) have a nomination committee which: 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, And disclose: 3) the charter of the committee; 4) the members of the committee; and 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 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.	NO YES YES YES YES N/A	The Board has established a Nomination Committee and has adopted a Nomination Committee Charter. The Nomination Committee is chaired by Independent Director, Mr Gavin Smith. There was an even number of independent and non independent directors during the reporting period. The members of the Nomination Committee during the Reporting Period were Mr Smith (Chair & Independent), Mr Lethlean (Independent), Mr Gandel and Mr Chalmers (not considered Independent). The Charter further details the role, composition, functions and responsibilities of the Nomination Committee, which is available for viewing on the Company’s website. Details of Nomination Committee meetings during the Reporting Period are set out in a table in the Directors’ Report in the Company’s 2023 Annual Report.																								
Recommendation 2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	YES	The composition of the Board during the Reporting Period included directors with a mix of skills and diversity in areas of technical, operational, finance and broking and general business skills and experience oriented to the business of the Company. As at 30 June 2023, the Board comprised of five directors from diverse backgrounds with a range of business experience, skills and attributes with a combination of experience in: - corporate strategy - business development; - corporate governance; - risk management; - regulatory framework; - resource industry experience - corporate strategy; - investor relations; - financial literacy; - capital raising & financing; - management & leadership; - legal Further details on each individual director’s relevant skills, knowledge and expertise are available in the Company’s Annual Report.																								
Recommendation 2.3 A listed entity should disclose: a) the names of the directors considered by the board to be independent; b) if a director has an interest, position 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.	YES YES YES	At 30 June 2023 the Board consisted of: <table><tr><th>Name</th><th>Role</th><th>Independent</th><th>Date Appointed</th></tr><tr><td>Ian Jeffrey Gandel</td><td>Non-Executive Chair</td><td>No</td><td>24 July 2006</td></tr><tr><td>Nic Earner</td><td>Managing Director</td><td>No</td><td>1 February 2017</td></tr><tr><td>Gavin Smith</td><td>Non-Executive Director</td><td>Yes</td><td>29 November 2017</td></tr><tr><td>Anthony Lethlean</td><td>Non-Executive Director</td><td>Yes</td><td>30 May 2002</td></tr><tr><td>Ian Chalmers</td><td>Technical Director</td><td>No</td><td>10 June 1986</td></tr></table> Mr Gandel is a substantial shareholder of the Company. The Board acknowledge Mr Gandel’s interest as a substantial shareholder of the Company is consistent with that of other shareholders and that his shareholding does not cause potential for real conflict between his interests and the majority of the other shareholders of the Company nor affect his ability to exercise independent judgment. However, in the interests of transparency and to err on the side of conservatism, the Board has determined that Mr Gandel is not an independent director. The Company has established the <i>Policy on Assessing the Independence of Directors</i> which is available on the Company’s website.	Name	Role	Independent	Date Appointed	Ian Jeffrey Gandel	Non-Executive Chair	No	24 July 2006	Nic Earner	Managing Director	No	1 February 2017	Gavin Smith	Non-Executive Director	Yes	29 November 2017	Anthony Lethlean	Non-Executive Director	Yes	30 May 2002	Ian Chalmers	Technical Director	No	10 June 1986
Name	Role	Independent	Date Appointed																							
Ian Jeffrey Gandel	Non-Executive Chair	No	24 July 2006																							
Nic Earner	Managing Director	No	1 February 2017																							
Gavin Smith	Non-Executive Director	Yes	29 November 2017																							
Anthony Lethlean	Non-Executive Director	Yes	30 May 2002																							
Ian Chalmers	Technical Director	No	10 June 1986																							
Recommendation 2.4 A majority of the board of a listed entity should be independent directors.	NO	The Board currently comprises a total of five directors, of which two were considered to be independent during the reporting period. The composition of the Board is considered appropriate at this time because it will ensure continuity in relation to the Company’s business and affairs. The Board will continue to periodically review the need to appoint additional																								



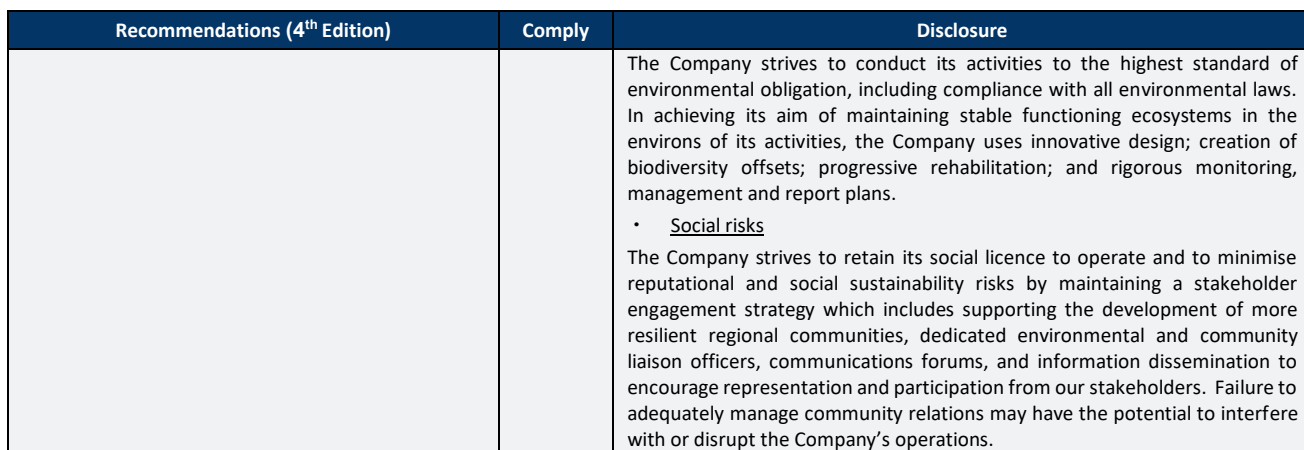
Recommendations (4 th Edition)	Comply	Disclosure
		directors in the future, after considering its objectives, the nature and extent of its actual and proposed operations and any skills gap.
Recommendation 2.5 <i>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</i>	NO YES	Mr Ian Gandel is the Chair of the Board and is deemed not independent by the Board (see disclosure under 2.3). However, as a major shareholder of the Company and given his significant experience in exploration and mining, the Directors consider Mr Gandel is able and does make quality and independent decisions in the best interest of the Company. Mr Gandel does not perform the role of Chief Executive Officer; this position is held by Mr Nic Earner.
Recommendation 2.6 <i>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.</i>	YES	The Company has an <i>Induction Program</i>, and this is available to view on the Company's website. New directors are fully briefed about the nature of the business, current issues, the corporate strategy, and the expectations of the Company concerning performance of directors, which includes one-on-one meetings with Executive Management and the Chair. The Nomination Committee is responsible for reviewing whether the directors as a group have the skills, knowledge and familiarity with the Company and its operating environment required to fulfil their role on the Board and the Board committees effectively using a Board skills matrix. Where any gaps are identified, the Nomination Committee considers what training or development should be undertaken to fill those gaps. In particular, the Nomination Committee ensures that any director who does not have specialist accounting skills or knowledge has a sufficient understanding of accounting matters to fulfil his or her responsibilities in relation to the Company's financial statements.
Principle 3 – Instil a culture of acting lawfully, ethically, and responsibly		
Recommendation 3.1 <i>A listed entity should articulate and disclose its values.</i>	YES	The Company has established <i>Our Core Values</i> , which are disclosed on the Company's website at https://www.alkane.com.au/company/about-alkane/ .
Recommendation 3.2 <i>A listed entity should:</i> a) <i>have and disclose a code of conduct for its directors, senior executives, and employees; and</i> b) <i>ensure that the board or a committee of the board is informed of any material breaches of that code.</i>	YES YES	The Company has established a <i>Code of Conduct</i> for its directors, senior executives and employees, which is disclosed on the Company's website. The <i>Code of Conduct</i> states that any breach of the Code is to be reported directly to the Managing Director, Chair or Report and Investigation Officer (if one is appointed), with any material breach to be reported to the full Board.
Recommendation 3.3 <i>A listed entity should:</i> a) <i>have and disclose a whistleblower policy; and</i> b) <i>ensure that the board or a committee of the board is informed of any material incidents reported under that policy</i>	YES YES	The Company has formulated a <i>Whistleblower Policy</i> which is disclosed on the Company's website. The Audit Committee is responsible for carrying out the processes under the policy.
Recommendation 3.4 <i>A listed entity should:</i> a) <i>have and disclose an anti-bribery and corruption policy; and</i> b) <i>ensure that the board or a committee of the board is informed of any material breaches of that policy</i>	YES YES	The Company has established an <i>Anti-Bribery and Corruption Policy</i>, which is disclosed on the Company's website. The <i>Anti-Bribery and Corruption Policy</i> states that the Compliance Officer shall investigate any reported breaches or potential breaches of this Policy, with any material breach to be reported to the full Board.
Principle 4 – Safeguard the integrity of corporate reports		
Recommendation 4.1 <i>The board of a listed entity should:</i> a) <i>have an audit committee which:</i> 1) <i>has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</i> 2) <i>is chaired by an independent director, who is not the chair of the board, and disclose:</i> 3) <i>the charter of the committee;</i> 4) <i>the relevant qualifications and experience of the members of the committee; and</i> 5) <i>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</i> b) <i>if it does not have an audit committee, disclose that fact and the processes it employs that</i>	YES YES YES YES YES	The Board has established an Audit Committee. The members of the Audit Committee during the Reporting Period were Mr Lethlean (Chair), Mr Smith and Mr Gandel, two of whom were independent non-executive directors. There was a majority of independent directors during the Reporting Period, including Mr Lethlean as Chair, who is not the Chair of the Board. Details of director qualifications, experience, and attendance at Audit Committee meetings during the Reporting Period are set out in a table in the Directors' Report in the Company's 2023 Annual Report. The Board has adopted an <i>Audit Committee Charter</i> which describes the Audit Committee's role, composition, functions, and responsibilities and is available on the Company's website.



Recommendations (4 th Edition)	Comply	Disclosure
<i>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.</i>	N/A	
Recommendation 4.2 <i>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.</i>	YES	Prior to approving the Company's financial statements the Board receives from its Chief Executive Officer and the Chief Financial Officer a written declaration that, in their opinion, the financial records of the Company for the relevant financial period have been properly maintained and that the financial statements for the relevant financial period comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and the consolidated 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.
Recommendation 4.3 <i>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.</i>	YES	The Company provides interim (currently quarterly) updates of the Company's progress across all areas of the business, including select financial information, as well as financial guidance. The Managing Director is responsible for all such updates/guidance, which are reviewed by the Board. Individual components are also reviewed by Executive Management with responsibility for the specific component subject matter. The financial information is compiled by the Chief Financial Officer in accordance with generally accepted accounting practices. This process is included in the <i>Policy on Continuous Disclosure and Market Communications</i> , which is disclosed on the Company's website.
Principle 5 – Make timely and balance disclosure		
Recommendation 5.1 <i>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</i>	YES	The Company has established written policies and procedures for complying with its continuous disclosure obligations under the ASX Listing Rules. A summary of the Company's <i>Policy on Continuous Disclosure and Market Communications</i> and <i>Compliance Procedures</i> are disclosed on the Company's website.
Recommendation 5.2 <i>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</i>	YES	The Company has established a <i>Policy on Continuous Disclosure and Market Communications</i> which is disclosed on the Company's website. This policy states that all material market announcements are promptly provided to directors via email.
Recommendation 5.3 <i>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.</i>	YES	As described in the Company's <i>Policy on Continuous Disclosure and Market Communications</i> , any new and substantive investor or analyst presentation is to be released to the ASX ahead of the presentation.
Principle 6 – Respect the rights of security holders		
Recommendation 6.1 <i>A listed entity should provide information about itself and its governance to investors via its website.</i>	YES	The Company provides information about itself and its governance to investors via its website at www.alkane.com.au as set out in its <i>Shareholder Communication and Investor Relations Policy</i> . The Company's website, www.alkane.com.au , provides information about the Company, its projects, its Board and management and governance. It is a platform to disclose official ASX releases of material information and periodic reports, press releases, notices and presentations as well as a mechanism for shareholders to contact the Company via email.
Recommendation 6.2 <i>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</i>	YES	The Company has designed and implemented an investor relations program to facilitate effective two-way communication with investors. The program is set out in the Company's <i>Shareholder Communication and Investor Relations Policy</i> .
Recommendation 6.3 <i>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders</i>	YES	The Company has in place a <i>Shareholder Communication and Investor Relations Policy</i> which outlines the policies and processes that it has in place to facilitate and encourage participation at meetings of shareholders.
Recommendation 6.4 <i>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.</i>	YES	In accordance with ASX guidance, all substantive resolutions are decided by a poll rather than by a show of hands as outlined in the <i>Shareholder Communication and Investor Relations Policy</i> .
Recommendation 6.5	YES	Shareholders are given the option to receive communications from, and send communications to, the Company and its share registry electronically.



Recommendations (4 th Edition)	Comply	Disclosure
A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.		The Company's contact email address (info@alkane.com.au) is published on the website. The website also provides a "contact us" facility, a subscription facility for Company updates and a link to the share registry's website from which shareholders can download a range of relevant forms. Shareholders can register with the share registry to access their personal information and shareholding details via the internet. Alkane also has social media platforms on LinkedIn and Twitter which provide regular updates on the Company.
Principle 7 – Recognise and manage risk		
Recommendation 7.1 The board of a listed entity should: - have a committee or committees to oversee risk, each of which: - has at least three members, a majority of whom are independent directors; and - is chaired by an independent director, and disclose: - the charter of the committee; - the members of the committee; and - 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 - 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.	YES YES YES YES YES N/A	The Board has established a Risk Committee (formerly called the Risk Management Committee) for which during the Reporting Period a majority of its members were considered independent. The members of the Risk Committee are Mr Lethlean (Chair), Mr Smith and Mr Earner. Mr Gandel, Mr Chalmers, the General Manager NSW, the General Manager Operations, the Commercial Manager, and the Chief Financial Officer are regularly invited to this meeting as observers. The Board has adopted a <i>Risk Committee Charter</i> which describes the Risk Committee's role, composition, functions, and responsibilities. Details of director attendance at Risk Committee meetings during the Reporting Period are set out in a table in the Directors' Report in the Company's 2023 Annual Report.
Recommendation 7.2 The board or a committee of the board should: - 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 - disclose, in relation to each reporting period, whether such a review has taken place.	NO YES	The Risk Committee monitors the adequacy of the Company's risk management framework under an informal risk appetite statement which determines the level of risk that the Company is prepared to assume, and the level of risk that the Company is able to absorb (Risk Tolerance). The Board is satisfied that the risk management program has addressed contemporary, and emerging risks directly associated with the Company, including strategic, compliance, and operational risk. The Risk Committee did not review the risk management framework during the Reporting Period; however the Board anticipates that a review of the Risk Management Framework will be completed in the subsequent Reporting Period.
Recommendation 7.3 A listed entity should disclose: - if it has an internal audit function, how the function is structured and what role it performs; or - 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.	N/A YES	Given the overall size of Alkane, it does not have an internal audit function. The Audit Committee is tasked to evaluate the effectiveness of the Company's internal control processes and financial risk management and periodically review if there is a need for a delegated internal audit function. Periodically management commissions external consultants to perform diagnostics and reviews of internal controls and IT maturity and cyber security. The Audit Committee and Risk Committee are two separate Board committees to ensure any internal audit remains independent from the Company's operational activities, which includes the implementation of risk management. The Audit Committee completes its evaluation through review of the Company's policies and procedures that are intended to govern risk within the business and identify areas of major risk for Alkane to ensure the Company functions as management intended. Should a weakness occur or be identified as a result of the internal control process, the Audit Committee is responsible to rectify the inadequacy and report this to the Board. Copies of Alkane's policies are available on the website at https://www.alkane.com.au/company/governance/ .
Recommendation 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.	YES	The Company operates in the mineral resources sector and is subject to a variety of risks that have the potential to have a material impact on its business. These risks include, but are not limited to: <u>Environmental risks</u> As with most resource projects, the Company's activities have the potential to impact on the environment giving rise to substantial costs for environmental rehabilitation, damage, control and losses. Exploration, development, and operational activities are subject to State and Commonwealth laws and regulations concerning the environment.



The board of a listed entity should:

- a) have a remuneration committee which:*
 - 1) has at least three members, a majority of whom are independent directors; and*
 - 2) is chaired by an independent director, and disclose:*
 - 3) the charter of the committee;*
 - 4) the members of the committee; and*
 - 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*
- 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.*

N/A

The Board has adopted a *Remuneration Committee Charter* which describes the role, composition, functions and responsibilities of the Remuneration Committee.

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.

The Company clearly distinguishes the structure of Non-Executive Director's remuneration from that of Executive Directors and Executive Management. During the Reporting Period no options or performance rights were issued to Non-Executive Directors.

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.*

YES

A copy of this policy is available from the Company website. For further information regarding the Company's Executive Incentive Remuneration Policy, please refer to the Remuneration Report within the Company's 2023 Annual Report.

A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and

N/A

N/A



Recommendations (4 th Edition)	Comply	Disclosure
<i>can discharge their obligations in relation to those documents.</i>		
<u>Recommendation 9.2</u> <i>A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time</i>	N/A	N/A
<u>Recommendation 9.3</u> <i>A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit</i>	N/A	N/A