

2022 ANNUAL CORPORATE GOVERNANCE STATEMENT

Introduction

The Board of Andromeda Metals Limited ("Andromeda" or "Company") is committed to responsible financial and business practices and the highest standards of corporate governance to protect and advance shareholder's interests.

This Corporate Governance Statement provides information about the Company's corporate governance practices in compliance with ASX Listing Rule 4.10.3 and the ASX *Corporate Governance Principles and Recommendations (Fourth Edition) (Recommendations)* (**Recommendations**). The Company has adopted and significantly complies, to the extent appropriate to the size and nature of the Company's operations, with the Recommendations except where specifically stated.

The information in this Corporate Governance Statement is current as at 22 September 2022 and has been approved by the Board of the Company on 22 September 2022.

The governance documents referred to in this Corporate Governance Statement are available on the Company's website at www.andromet.com.au.

ASX Corporate Governance Principles and Recommendations

Principle 1: Lay solid foundations for management and oversight

The Board

The Board has responsibility for the overall corporate governance of the Company including demonstrating leadership, setting and overseeing strategic direction, establishment of goals for management, and monitoring the achievement of those goals.

Board Charter

The Board Charter establishes and defines the roles and responsibilities of the Board and the authority delegated by the Board to the Chief Executive Officer (CEO). A copy of the Board Charter can be accessed from the Company's website at www.andromet.com.au/who-we-are/corporate-governance/

Responsibilities

The Board retains full responsibility for overseeing and appraising the Company's strategies, policies and performance. To assist with discharging its responsibilities it has established the following Board committees:

1. Audit and Risk Committee;
2. Remuneration and Nomination Committee; and
3. Sustainability and Governance Committee.

The Board's key functions include:

- representing and serving the collective interests of security holders and other stakeholders;
- the adoption, alteration and monitoring of a strategic plan and objectives for the Company;
- approving the entity's values and code of conduct to underpin the desired culture within the entity;
- taking steps to maximise performance of the Company to sustain the growth and success of the Company;
- overseeing the prudent management of the Company's risks and its capital and ensuring the Company has adequate internal controls;
- approving operating budgets and major capital expenditure and public financial reports;
- overseeing integrity of the Company, encouraging ethical behaviour, including instilling the Company's values, compliance with the Company's Code of Conduct and all policies which underpin the desired culture;
- ensuring that the directors and senior management collectively have the full range of skills needed for the effective and prudent operation of the Company; and
- the evaluation of the effectiveness of the performance of the Board, Committees, directors and senior executives.

Appointment of Directors and Senior Executives

The Board identifies suitable candidates with appropriate skills, experience, expertise and diversity to complement the existing Board and Executive Team, in order for the Company to discharge its duties and pursue its business objectives effectively.

The Company undertakes appropriate checks (including checks as to the person's character, experience, qualifications, including criminal and bankruptcy checks) on any candidate for a board or senior executive role and seek confirmation to ensure that the board candidate has sufficient time to fulfil their responsibilities as a director.

The Board provides relevant material information to security holders for board members seeking re-election to enable security holders to make informed decisions on whether or not to re-elect a director.

Upon the appointment of a director or senior executive the Company arranges a written agreement, setting out the terms of appointment, expectations and responsibilities of the role, remuneration, director independence requirements (if applicable), access to corporate resources and confidentiality requirements. The directors are also provided a Deed of Indemnity, Access and Insurance which indemnifies the director in respect of certain liabilities and legal expenses incurred by them whilst acting as a director or officer and insures them against certain risks they are exposed to as a director or officer of the Company.

Evaluation of the Board

In accordance with the Board Charter, the performance of the Board, Committees and individual directors are the responsibility of the Board. The Board provides evaluation and feedback during the year on the performance of directors. On the recommendation of the Remuneration and Nomination Committee, the Board carried out an internally facilitated performance evaluation during the reporting period. The evaluation considered the balance of skills, experience and diversity of perspectives on the Board and how well the Board works together as a group. Other matters considered were:

- quality of meeting agendas and whether the Board uses its time effectively with focus on the right issues;
- effectiveness of the engagement between Board and management; and
- effectiveness of the Board process and quality of company secretariat support.

Evaluation of senior executive performance

The Board reviews the performance of the Managing Director and senior executives annually against agreed financial and non-financial performance measures, based on the level of achievement of a number of company level and individual performance hurdles. The Managing Director undertakes a similar annual review of the performance of the other senior executives, which is reviewed by the Board and the Remuneration and Nomination Committee. During the 2022 year, a review of the Managing Director and other senior executives was completed.

Company Secretary

In accordance with the Board Charter, the Company Secretary is responsible for the implementation of the Company's corporate governance policies and practices and the coordination of the Board and its Committees.

Diversity

The Company is committed to being an inclusive workplace that values and promotes diversity in the workplace. The Company provides a working environment which is free from unlawful discrimination, harassment, bullying and victimisation. The Company recognises that a diverse range of perspectives within the workforce facilitates good decisions, business practices and ethical behaviours.

The Company implemented a Diversity & Inclusion Policy during the 2022 financial year. As part of this implementation process, the Board has set measurable gender targets of 20% female representation across each of the three reporting levels. The Remuneration and Nomination Committee is responsible for the implementation, regular review and monitoring of the Diversity & Inclusion Policy. The current proportions of women in the Company is as follows:

Category	Target	Actual
Board	20%	20%
Senior Executive Positions*	20%	25%
Across the Company	20%	31%

* senior executives includes CFO, CCO, Chief Geologist & Company Secretary

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

The individual qualifications and experience of each of the directors is also set out in the Director's Report within the 2022 Annual Report, which is available on the Company's website at www.andromet.com.au.

Remuneration and Nomination Committee

The Board has appointed the Remuneration and Nomination Committee to assist with managing and reviewing the structure, performance and effectiveness of the Board. This committee assists with board composition, succession planning, director induction and continued professional development and evaluation of the board, its committees and individual directors.

Charter

The Charter of the Remuneration and Nomination Committee is available on the Company's website at www.andromet.com.au/who-we-are/corporate-governance/.

Composition and Membership

The members of the Remuneration and Nomination Committee are Mr Mick Wilkes, Ms Melissa Holzberger and Mr Austen Perrin, all of whom are independent directors. The committee is chaired by the Mr Mick Wilkes. Until 22 August 2022 the Remuneration and Nomination Committee was chaired by Andrew Shearer; and up until 20 January 2022 by Independent chair, Rhod Grivas.

The committee met twice during the 2022 financial year.

Board composition, skills and diversity

As at the date of this report, the Board comprises three Independent Non-Executive Directors, and two Executive Directors (including the Managing Director). The individual qualifications and experience of each of the directors are set out in the Director's Report within the 2022 Annual Report, which is available on the Company's website at www.andromet.com.au.

The Board aims to have directors with the appropriate mix of skills, experience and diversity that are relevant to the Company's business, strategy and the Board's responsibility. The Board considers that the following skills and experience as shown in the skills and experience matrix are appropriately represented among its membership.

During the year Rhod Grivas resigned from the Board effective 20 January 2022 and Andrew Shearer resigned with effect 22 August 2022. Mick Wilkes was appointed Independent Chair of the Board on 6 April 2022. Mr Wilkes is an experienced mining executive and company director with more than 35 years of broad international mining experience coupled with a successful track record of leading the development and operation of greenfield mines. In previous roles he has been President and CEO of a dual listed gold producer, was Executive General Manager of Operations of several companies and responsible for the development of domestic and overseas projects. Mr Wilkes holds a Bachelor of Engineering (Hons) from the University of Queensland, a Master of Business Administration from Deakin University, and is a member of both the Australian Institute of Mining and Metallurgy, and the Australian Institute of Company Directors.

During the reporting period the Company welcomed Ms Melissa Holzberger as an Independent Non-Executive Director on 24 September 2021. Ms Holzberger is an experienced director and mining lawyer with over 20 years' experience in the international energy and resources sector. She has a deep understanding of mining projects and operations having previously worked with BHP and Rio Tinto. Her substantial experience extends to highly regulated industries, international commodity trade, corporate ethics, risk and compliance oversight, together with a focus on environment, social and governance (ESG) matters. Ms Holzberger holds a Masters of Laws in Resources Law (Distinction) from the University of Dundee, Scotland; a Diploma in International Law (Hons) from the University of Montpellier, France; and a Bachelor of Laws and Bachelor of Arts from the University of Adelaide. In addition, she is a graduate of the University of Oxford's Leading Sustainable Corporations; a graduate member of the Australian Institute of Company Directors; and a Fellow of the Governance Institute of Australia.

The Company also welcomed Austen Perrin as an Independent Non-Executive Director on 1 July 2022. Mr Perrin is an experienced corporate executive and company director with more than 35 years of experience in corporate and financial roles. He has considerable knowledge of transport, logistics, infrastructure and the mining industries. He also has in-depth experience across commercial, accounting and the finance spectrums. Mr Perrin holds a Bachelor of Economics and Finance from Macquarie University, is a member of the Institute of Chartered Accountants in Australia and New Zealand; and graduate of the Australian Institute of Company Directors.

Board Skills Matrix

Directors Skills and Experience

Leadership	
Corporate Governance	
Strategy	
Mining and Resources – General	
Mining and Processing	
Mining Project Studies and Project Development	
Mining Exploration	
Capital Projects	
Risk	
Finance and Audit	
Capital Market, Mergers and Acquisitions	
Legal/Regulatory	
Sales and Marketing	
Sustainability	
Health and Safety	
People and Culture	

Highly Skilled and Skilled
 Knowledgeable

Director Independence

The ability of directors to exercise independent judgement is a crucial feature of good corporate governance. Independent, non-executive directors are unfettered by management and free from any business or other relationship that could materially interfere with the independent exercise of their judgement.

The Board has determined Mr Mick Wilkes, Ms Melissa Holzberger and Mr Austen Perrin are all independent directors on the basis that they are free of any interest, position, or relationship that might influence or reasonably be perceived to influence, in a material respect their capacity to exercise independent judgement.

The length of the service of all the directors is subject to the Company's Constitution, the ASX Listing Rules and the seeking of re-election every 3 years which is to be approved by shareholders.

Director Induction

All new directors participate in an induction program which involves senior management. The induction program includes briefings on the Company's strategy, organisation structure, corporate governance practices, risk management framework, culture, charters and policies regarding the required ethical conduct of directors and employees and all new directors are provided a comprehensive Induction Manual which includes all these items.

The Company supports appropriate professional development opportunities where required for directors and senior management to develop and maintain the skills and knowledge needed to perform their roles effectively.

Non-Executive Director (NED) Remuneration

Remuneration for NEDs is fixed and is subject to a remuneration pool of \$500,000 which was approved by shareholders in 2021. NEDs do not participate in any incentive plans or receive any performance-based remuneration or retirement benefits schemes. At Andromeda Directors are required to build and maintain a holding in Andromeda shares to align their interests with those of the shareholders. The Board requires each independent Director to accumulate a minimum shareholding equivalent to 100% of their fixed annual fee within five years of the date of their appointment as a Director of the Company and to maintain such minimum shareholding for so long as they remain a Director. Details of NEDs' fees and shareholdings and senior executives' remuneration are disclosed in the Remuneration Report contained in Andromeda's 2022 Annual Report, which is available on our website.

Company Secretary and access to independent advice

The Board approves the appointment of the Company Secretary. The Company Secretary is directly accessible to the Directors and is accountable directly to the Board on all matters relating to governance and the proper functioning of the Board. The Board collectively, and each Director individually, also has the right to seek independent professional advice provided such advice is necessary for the Director to discharge his or her responsibilities as a Director of the Company.

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

Our Andromeda Values



The safety and wellbeing of our employees and our communities is our first priority.

- **Integrity** - We strive to instill every decision with honesty and respect for all stakeholders, including colleagues, customers and the communities we live and work in;
- **Teamwork** - We are committed to our team environment where we embrace courage, perseverance, diversity and inclusion. Every employee's contribution is valued. With the strength of our people, we can achieve more in a team, than alone;
- **Innovation** - Through innovation we encourage our people to use their initiative to generate new ideas, seek continuous improvement, and constantly strive to exceed expectations; and
- **Quality** - Quality is the strength of our business which will drive long-term success. We take pride in providing our customers and stakeholders with outstanding and consistent quality and service.

These core values are disclosed on Andromeda's website at www.andromet.com.au/who-we-are/our-values/.

Code of Conduct

The Company has adopted a Code of Conduct to guide the standards of ethical behaviour expected of directors, officers and employees in the performance of their work. In summary, the Code of Conduct requires directors, officers and employees to:

- act in the best interests of the Company and with honesty, integrity and fairness;
- comply with the laws and regulations which apply to the Company and its operations;
- not knowingly participate in any illegal or unethical activity;
- immediately report any concern about a possible breach of the Code of Conduct or any

- reportable matter under the Code;
- not enter into any arrangement or participate in any activity that would conflict with the interests of the Company or cause the Company to breach any of its legal or regulatory obligations;
- not act in a way which would be likely to negatively affect the Company's reputation;
- not take advantage of the Company's property or information or your position (or opportunities arising from these) for personal gain or to compete with the Company; or
- not take advantage of or misuse a third party's property or information.

As part of their induction all employees receive guidance on the Company's Code of Conduct, Values and Policies. The Board and management continually reference and reinforce the Company's values and desired culture in their interactions with employees. The Board is informed of any material breaches of the Code of Conduct. There were no material breaches of the Company's Code of Conduct in the reporting period. The Code of Conduct is available at the Company's website at www.andromet.com.au/who-we-are/corporate-governance/.

Whistleblower Policy

The Company has adopted a Whistleblower Policy, which governs the process through which employees and others can notify the Company of potential violations or concerns. The purpose of this Policy is to help detect and address undesirable conduct and to enable employees and contractors to work in a supportive working environment. The Board is informed of any material incidents reported under the Whistleblower Policy. There were no material incidents reported under the Whistleblower Policy during the reporting period.

A copy of the Whistleblower Policy is available on the Company's website at www.andromet.com.au/who-we-are/corporate-governance/.

Anti-Bribery and Corruption Policy

The Company has adopted an Anti-Bribery and Corruption Policy, which governs the process whereby the Company avoids being involved in any bribery or corruption practices. The Board is informed of any material breaches of the policy. There were no breaches of the Anti-Bribery and Corruption Policy during the reporting period.

A copy of the Anti-Bribery and Corruption Policy is available on the Company's website at www.andromet.com.au/who-we-are/corporate-governance/.

Securities Trading Policy

The Board has adopted a Securities Trading Policy. The policy outlines the restrictions in relation to dealing with securities while in possession of inside information and provides additional "Blackout Periods" where trading in the Company's securities are prohibited due to the timing of the release of periodic financial reports and other appropriate periods the Board may specify from time to time.

Principle 4: Safeguard integrity of corporate reports

Audit and Risk Committee

The Company has established an Audit and Risk Committee, which assists the Board in fulfilling its statutory and fiduciary obligations by providing independent and objective recommendations and assurance on the effectiveness of governance, operational risk management, financial reporting, internal control processes and the external audit.

Charter

The Charter of the Audit and Risk Committee is available on the Company's website www.andromet.com.au/who-we-are/corporate-governance/.

Composition of the Audit and Risk Committee

The members of the Audit and Risk Committee are Ms Melissa Holzberger, Mr Austen Perrin and Mr Mick Wilkes, all of whom are independent directors. For the financial year the committee was chaired by Ms Melissa Holzberger, an independent chair who is not the Chair of the Board. From 1 July 2022 the Committee is chaired by Mr Austen Perrin, an independent chair who is not the Chair of the Board.

Technical expertise

The experience and qualifications of each member of the Audit & Risk Committee is available on the Company's website at <http://www.andromet.com.au/corporate/board-and-management>.

Meetings

The Audit and Risk Committee meets at least four times per year, with two of these meetings scheduled to coincide with the review of the half year and annual financial reports to satisfy its objectives. The committee met four times during the 2022 financial year.

Reporting

The Chair of the Audit and Risk Committee communicates the findings of the Committee to the Board after each meeting.

The Company's Charter of the Audit and Risk Committee has adopted a formal policy on the appointment and independence of the external auditors to ensure appropriate control processes are in place to review the nomination and performance of the external auditor.

The directors require the Managing Director and the Chief Financial Officer (CFO) to state in writing to the Board that the Company's financial reports present a true and fair view, in all material respects, of the Company's financial condition and operational results, and are in accordance with relevant accounting standards. This statement also includes that the Company's financial report is founded on a sound system of risk management and internal compliance and control which implements the financial policies adopted by the Board.

Currently the Company does not have an internal audit function, however the Audit and Risk Committee Charter has provided for the engagement of an internal auditor as required.

The Company has appointed Deloitte as its external auditor, in accordance with requirements in the *Corporations Act 2001* (Cth). Deloitte has served as the auditor since listing in 1996, with the audit engagement partner rotating regularly in accordance with the *Corporations Act 2001* to support independence of the audit process. The external auditor attends each AGM and is available to answer shareholder questions at the AGM. Deloitte regularly attends Audit & Risk Committee meetings and meetings are scheduled without management present.

Any unaudited periodic reports have several levels of review and checking, including the Financial Controller, CFO and the Board.

Principle 5: Make timely and balanced disclosure

The Board has adopted a Continuous Disclosure Policy, which sets out the key obligations of the Board and senior management to ensure that the Company complies with its disclosure obligations under the ASX Listing Rules and the Corporations Act.

The Board has overall responsibility for the establishment, implementation and supervision of the Company's continuous disclosure, however it has delegated authority to the Company Secretary (and other authorised representatives from time to time) for the release of market communications. The Company has approved a Communications Framework and also established a Disclosure Committee to assist in the Company meeting its Continuous Disclosure responsibilities.

The Board receives a copy of all announcements upon release to the market, and all new and substantive investor or analyst presentations are released to the market ahead of when it is presented.

The Company is committed to regularly communicating with shareholders in a timely, accessible and clear manner with respect to both procedural matters and major issues affecting the Company. The Company's Continuous Disclosure Policy sets out the practices which the Company implements to support effective communication with its shareholders.

A copy of the Company's Continuous Disclosure Policy is available on the Company's website at www.andromet.com.au/who-we-are/corporate-governance/.

Principle 6: Respect the rights of security holders

The Company aims to communicate all important information relating to the Company to its shareholders. The Company's website at www.andromet.com.au contains extensive information about the Company, its activities, portfolio, investment performance, the directors and senior executives. It is updated regularly to keep shareholders informed at all times.

The Company has a Shareholder Communications Policy which details the way in which it manages its communication with security holders and includes:

- ensuring all ASX announcements are published on the Company's website;
- publishing all Company charters and policies on its website;
- encouraging security holders to attend the Annual General Meeting and participate in the meeting either in person or by representative;
- encouraging security holders to submit questions to the Board and to the Company's auditors at its Annual General Meetings;
- providing the option for security holders to sign up to receive ASX announcements via email;
- providing an opportunity for security holders to contact the company via phone or website form via the Company's website; and
- shareholders can also elect to communicate with the Company's share registry electronically.

All substantive resolutions at shareholder meetings are determined by a poll.

Principle 7 – Recognise and manage risk

The Board considers ongoing risk management to be a core component of the management of the Company, with the Board providing oversight and stewardship. The risk management framework is considered by the Audit & Risk Committee and the Board annually; and an in-depth review was undertaken in early 2022 together with an update to the Board's Risk Appetite Statement. Material risks affecting the Company are actively monitored and managed through the adopted corporate risk register together with internal procedures designed to provide reasonable assurance as to the effectiveness and efficiency of operations, the reliability of financial reporting, and compliance with relevant laws and regulations maintained by the Audit and Risk Committee.

Charter

The Charter of the Audit and Risk Committee is available on the Company's website www.andromet.com.au/who-we-are/corporate-governance/.

Composition of the Audit and Risk Committee

The Audit and Risk Committee comprises four non-executive directors, all of whom are independent directors, and is chaired by Mr Austen Perrin, an independent director who is not the Chair of the Board.

Meetings

The Audit and Risk Committee meets at least four times per year, with two of these meetings scheduled to coincide with the review of the half year and annual financial reports to satisfy its objectives. The committee met four times during the 2022 financial year.

Risk Management Framework

The Company's Risk Management Framework has been reviewed and approved by the Audit and Risk Committee during the 2022 year.

Sustainability and Governance Committee

The Company has also established a Sustainability and Governance Committee to assist with the oversight of its Environmental, Social and Governance obligations and risk.

Charter

The Charter of the Sustainability and Governance Committee is available on the Company's website www.andromet.com.au/who-we-are/corporate-governance/.

Composition of the Sustainability and Governance Committee

The Sustainability and Governance Committee comprises three non-executive directors, all of whom are independent directors, Mr Mick Wilkes, Mr Austen Perrin; and is chaired by Ms Melissa Holzberger.

Meetings

The Sustainability and Governance Committee has only recently been established, however has met twice in 2022.

Exposure to environment and social risks

The Company faces inherent risks in its exploration, project development and transition towards production activities, including environmental and social risks, which may materially impact the Company's ability to create or preserve value for shareholders over the short, medium and long term. In the current phase of our operations, before we embark on any significant project development

activities at site, we are not aware of any material exposure to environmental or social risks. We monitor exposure to all risks to the business including economic, social, governance and environmental sustainability risks. In FY22 the Company commenced preparation for adoption of a framework for future Sustainability/ESG reporting given our aim to transition to a producer in the short term.

Principle 8 – Remunerate fairly and responsibly

The Board has established a Remuneration and Nomination Committee, which operates under the Remuneration and Nomination Committee Charter. The charter is available on the Company's website at www.andromet.com.au/who-we-are/corporate-governance/.

Remuneration and Nomination Committee

The Board has established a Remuneration and Nomination Committee to make recommendations to the Board regarding director remuneration so as it is sufficient to attract and retain high quality directors and to recommend executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.

Composition and Membership

The members of the Remuneration and Nomination Committee are Mr Mick Wilkes (Chair), Ms Melissa Holzberger and Mr Austen Perrin, all of whom are independent directors.

Meetings

The Charter of the Remuneration and Nomination Committee dictates that it is to meet at least two times each year in order for the Committee to fulfil its obligations.

The committee met twice during the 2022 financial year.

Disclosure

The policies and practices regarding remuneration of directors and senior executives are contained within the remuneration report of the 2022 Annual Report.

Equity-based remuneration

The Company's remuneration strategy is to ensure that remuneration is competitive in attracting, motivating, and retaining employees of high calibre and appropriately reflect the duties and responsibilities of each executive. The Company offers a combination of fixed annual remuneration and performance related remuneration through its Employee Incentive Plan. The purpose of this equity-based remuneration scheme is to create a strong link between increasing shareholder value and executive reward. During the reporting period, the Company decided to cease providing an equity component to remuneration for any Non-Executive Directors.

Company policy prohibits executives from entering into transactions which limit the economic risk of participating in the scheme.

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

ANDROMEDA METALS LIMITED

ABN/ARBN

75 061 503 375

Financial year ended:

30 JUNE 2022

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



This URL on our
website:

<https://www.andromet.com.au/who-we-are/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 22 September 2022 and has been approved by the board.

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

Date: 30 September 2022

Name of authorised officer
authorising lodgement: Andrea Betti (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 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 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: https://www.andromet.com.au/who-we-are/corporate-governance/charters/	☐ set out in our Corporate Governance Statement
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
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
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

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5 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: https://www.andromet.com.au/who-we-are/corporate-governance/policies/ and we have disclosed the information referred to in paragraph (c) in the 2022 Corporate Governance Statement located at: https://www.andromet.com.au/who-we-are/corporate-governance/ 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
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) in the 2022 Corporate Governance Statement located at: https://www.andromet.com.au/who-we-are/corporate-governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://www.andromet.com.au/who-we-are/corporate-governance/	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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) in the 2022 Corporate Governance Statement located at: https://www.andromet.com.au/who-we-are/corporate-governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://www.andromet.com.au/who-we-are/corporate-governance/	☐ set out in our Corporate Governance Statement

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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.	☒ and we have disclosed a copy of the charter of the committee at: https://www.andromet.com.au/who-we-are/corporate-governance/charters/ and the information referred to in paragraphs (4) and (5) in the 2022 Corporate Governance Statement located at: https://www.andromet.com.au/who-we-are/corporate-governance/	☐ set out in our Corporate Governance Statement
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 in the 2022 Corporate Governance Statement located at: https://www.andromet.com.au/who-we-are/corporate-governance/	☐ set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors in the 2022 Corporate Governance Statement located at: https://www.andromet.com.au/who-we-are/corporate-governance/ and, where applicable, the information referred to in paragraph (b) in the 2022 Corporate Governance Statement located at: https://www.andromet.com.au/who-we-are/corporate-governance/ and the length of service of each director in the Directors Report section of the 2022 Annual Report located at: https://www.andromet.com.au/investors/annual-reports/	☐ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	☐ set out in our Corporate Governance Statement
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement
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: https://www.andromet.com.au/who-we-are/our-values/	☐ 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: https://www.andromet.com.au/who-we-are/corporate-governance/policies/	☐ set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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: https://www.andromet.com.au/who-we-are/corporate-governance/policies/	☐ 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: https://www.andromet.com.au/who-we-are/corporate-governance/policies/	☐ set out in our Corporate Governance Statement

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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.	☒ and we have disclosed a copy of the charter of the committee at: https://www.andromet.com.au/who-we-are/corporate-governance/charters/ and the information referred to in paragraphs (4) and (5) in the 2022 Corporate Governance Statement located at: https://www.andromet.com.au/who-we-are/corporate-governance/	☐ 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

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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: https://www.andromet.com.au/who-we-are/corporate-governance/policies/	☐ 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: https://www.andromet.com.au/who-we-are/corporate-governance/	☐ 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 in the 2022 Corporate Governance Statement located at: https://www.andromet.com.au/who-we-are/corporate-governance/	☐ 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

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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.	☒ and we have disclosed a copy of the charter of the committee at: https://www.andromet.com.au/who-we-are/corporate-governance/charters/ and the information referred to in paragraphs (4) and (5) in the 2022 Corporate Governance Statement located at: https://www.andromet.com.au/who-we-are/corporate-governance/	☐ 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 in the 2022 Corporate Governance Statement located at: https://www.andromet.com.au/who-we-are/corporate-governance/	☐ set out in our Corporate Governance Statement

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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: <i>[insert location]</i>	☐ 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: <i>[insert location]</i> and, if we do, how we manage or intend to manage those risks at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement

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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.	☒ and we have disclosed a copy of the charter of the committee at: https://www.andromet.com.au/who-we-are/corporate-governance/charters/ and the information referred to in paragraphs (4) and (5) in the 2022 Corporate Governance Statement located at: https://www.andromet.com.au/who-we-are/corporate-governance/	☐ set out in our Corporate Governance Statement
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 in the 2022 Annual Report located at: https://www.andromet.com.au/investors/annual-reports/	☐ set out in our Corporate Governance Statement
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 in the 2022 Corporate Governance Statement located at: https://www.andromet.com.au/who-we-are/corporate-governance/	☐ set out in our Corporate Governance Statement

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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: <i>[insert location]</i>	☒ we do not have a director in this position and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☒ we are established in Australia and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable