

CANNINDAH RESOURCES LIMITED

CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement discloses the extent to which the Company follows the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (Recommendations). The Recommendations are not mandatory, however the Recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt in lieu of the recommendation.

The Board is committed to achieving and demonstrating the highest standards of corporate governance which are consistent with the current size and stage of development of the Company.

Compliance with ASX corporate governance guidelines and best practice recommendations

The Australian Securities Exchange Corporate Governance Council has issued the *Corporate Governance Principles and Recommendations 4th Edition* ('Guidelines') applying to listed entities.

The Board has assessed the Company's current practice against the Guidelines and except where disclosed below, the best practice recommendations of the ASX Corporate Governance Council have been applied. This statement incorporates the disclosures required by the ASX Principles under the headings of the eight core principles.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	COMMENTS
<i>Principle 1: Lay solid foundations for management and oversight</i>		
Recommendation 1.1 A listed entity should have and disclose a charter which sets out: (a) the respective roles and responsibilities of the Board, the Chair and management, and	Yes	The Board's primary responsibility is to oversee the company's business activities and management for the benefit of shareholders which it accomplishes by: • establishing corporate governance, and ethical, business standards; • setting and monitoring objectives, goals and strategic direction with a view to maximising shareholder value; • approving and monitoring budgets and financial performance; • ensuring adequate internal controls exist and are appropriately monitored for compliance;

RECOMMENDATIONS (4 TH EDITION)	COMPLY	COMMENTS
(b) those matters expressly reserved to the Board and those delegated to management.		• ensuring significant business risks are identified and appropriately managed; • approving of financial and other reporting, and announcements prior to lodgement with the ASX and release to shareholders; • ensuring the composition of the Board is appropriate, selecting directors for appointment to the Board and reviewing the performance of the Board and the contributions of individual directors; and • setting remuneration policy; The Board has delegated responsibilities and authorities to management to enable management to conduct the company's day to day activities. Matters which are not covered by these delegations, such as approvals which exceed certain limits or do not form part of the approved budget, require Board approval. The responsibility for the operation and administration of the Company is delegated by the Board to the Executive Chairman. The Board ensures that the Executive Chairman is appropriately qualified and experienced to discharge his responsibilities and has in place procedures to monitor performance.
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 relevant to a decision on whether or not to elect or reelect a Director.	Yes	In considering the appointment of new Directors, the Board, conducts appropriate background checks, including education, character, criminal record and bankruptcy checks before the Company appoints a person, or puts forward a new candidate for election as a director. The Company provides a detailed biography for each director being put forward for election or re-election as a director. The biography contains details of relevant qualifications and experience that demonstrate that the individual is suitable for election to the Board.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	COMMENTS
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	Each of the Directors and Executives has a written agreement with the company setting out the terms of their appointment.
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 Secretary is accountable to the Board through the Chairman on all matters to do with the proper functioning of the Board. All Directors have access to the Company Secretary.
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:	No	The Company recognises that a diverse workforce, senior management and Board can enhance business performance and productivity and has implemented a diversity policy in support of these aims. The Company is committed to promoting an environment which is conducive to the appointment and development of well qualified employees, senior management and Board candidates and to the extent that it is consistent with the current size, nature and complexity of the organisation, to embracing diversity when determining the composition of employees, senior management and the Board. While embracing the concept of diversity, the Board is of the view that at this time and as the Company has a small Board and no other employees, it is inappropriate to establish measurable diversity objectives or targets and to tie diversity objectives to the Key Performance Indicators for the Board.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	COMMENTS
(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.		
Recommendation 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 reporting period	Partially	Due to the size and makeup of the Board, Directors considered that there is significant feedback provided by Board members on the performance of the Board. Accordingly, no performance evaluation was performed during the 2022 financial year. The Board conducts a review of the Executive Chairman’s remuneration annually in accordance with his contract of employment. The Board is of the view the Executive Chairman receives significant feedback on his performance progressively during the period and accordingly no formal performance review (other than remuneration) was conducted during the 2022 year. The implementation of Key Performance Indicators will be developed as the Company reaches a level of maturity where meaningful KPI can be developed.
Recommendation 1.7 A listed entity should:	No	The Executive Chairman is responsible for the review and monitoring of the performance of senior executives where such are engaged. At the date of this report the Company has engaged no full-time senior executives

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(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		
Principle 2: Structure the Board to add value		
Recommendation 2.1 The Board of a listed entity should: (a) have a nomination committee which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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,	No	As at the date of this report, the Company does not have a Nomination or Remuneration Committee of the Board of Directors. The full Board of Directors undertakes the role of this Committee. Given the composition of the Board and the size of the company, it is felt that individual nomination and remuneration committees are not yet warranted, however it is expected that as the Company's operations expand that each of these committees will be established

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experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.							
Recommendation 2.2 A listed entity should have and disclose a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.	Yes	The Board seeks a mix of skills suitable for a junior resources company. A summary Board skills matrix is set out below:					
		Director / Skills	Capital Markets	Resources Industry	Mineral Exploration / Geology	Finance / Legal	Board Experience
		Tom Pickett	✓	✓	✓	✓	✓
		Geoff Missen	✓			✓	✓
		Simon Beams		✓	✓		✓
	Michael Hansel	✓	✓		✓	✓	
		The skills and qualifications of each of the Directors are set out in the Directors' Report which accompanies the financial statements. All Directors have considerable experience with backgrounds in mineral exploration, law, finance and business. The Board believes that the level of skill and experience possessed by individual Directors is appropriate for the company's size and present stage of development.					
Recommendation 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, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (4th Edition), but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position, association or relationship in	Partially	At the date of this report, the majority of the Directors of the Company are not Independent as defined in the Guidelines. The names of the members of the Board as at the date of this report and the length of service (in completed years) of each Director are as follows:					
		• Thomas J Pickett (Executive Chairman) (9 years) • Geoffrey J Missen (Independent Non-Executive Director) (6 years) • Dr Simon Beams (Non-Executive Director) (3 years) • Michael Hansel (appointed 9 August 2022)					
		When determining whether a non-executive Director is independent the Director must not fail any of the tests included in the Guidelines. The Board have considered the					

RECOMMENDATIONS (4 TH EDITION)	COMPLY	COMMENTS
question and an explanation of why the Board is of that opinion; and (c) the length of service of each Director		position of the Directors and consider that Messrs Missen and Hansel are “independent” as defined by the Guidelines. Mr Pickett is Executive Chairman of the Company and Dr Beams’ company Terra Search Pty Ltd is a significant supplier of geological services to the Company. The Board considers that the appointment of an Executive Chairman is appropriate given the current size of the Company and the nature of its operations and that the appointment of Dr Beams provides the geological skills and experience required by the Board.
Recommendation 2.4 A majority of the Board of a listed entity should be independent Directors	Partially	At the date of this report, an equal number of directors are independent and non-independent.
Recommendation 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	No	The Board considers that the appointment of an Executive Chairman is appropriate given the current size of the Company and the nature of its operations
Recommendation 2.6 A listed entity should have a program for inducting new Directors and providing appropriate professional development opportunities for continuing Directors to develop and maintain the skills and knowledge needed to perform their role as a Director effectively.	Yes	New Directors undergo an induction process in which they are given a full briefing on the Company and its operations. Where possible, this includes meetings with key staff, tours of premises and projects, provision of a due diligence package and presentations from Management. In order to achieve continuing improvement in Board performance, all Directors are encouraged to undergo continual professional development
<i>Principle 3: Act ethically and responsibly</i>		
Recommendation 3.1 A listed entity should articulate and disclose its values.	Yes	The Company values are set out on the Company website and within the Corporate Code of Conduct of the Company and are conveyed through the Company ASX announcements and website.

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Recommendation 3.2 A listed entity should: (a) have a code of conduct for its Directors, senior executives and employees; and (b) disclose that code or a summary of it.	Yes	(a) The Company's Corporate Code of Conduct applies to the Company's Directors, senior executives and employees. (b) The Company's Corporate Code of Conduct (which forms part of the Company's Corporate Governance Plan) is available on the Company's website.
Recommendation 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.	No	As the Company has no employees other than the Executive Chairman and his assistant it has not implemented a whistle-blowers policy. This will be introduced as the company grows and employees and contractors are engaged.
Recommendation 3.4 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy	No	As the Company has no employees other than the Executive Chairman and his assistant it has not implemented nor an anti-bribery and corruption policy. This will be introduced as the company grows and employees and contractors are engaged
<i>Principle 4: Safeguard integrity in financial reporting</i>		
The Board of a listed entity should: (a) have an audit committee which:	No	While the Company has previously formed an Audit and Risk Committee, the only member is Mr Geoffrey Missen (Independent Non-Executive Director). The Committee did not meet during the year referring all matters which might otherwise be delegated

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(i) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and (ii) is chaired by an independent Director, who is not the Chair of the Board, and disclose: (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) 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 financial reporting, including the processes for the appointment and removal of the external auditor		to the committee to the full Board. The Board Charter sets out the procedures adopted by the Board to satisfy itself of the matters which may otherwise be dealt with by Committees. The Board Charter may be viewed at the Company's website at www.cannindah.com.au in the Corporate Governance section.
Recommendation 4.2 The Board of a listed entity should, before it approves the entity's consolidated financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the consolidated financial statements comply with the appropriate accounting standards and give	Yes	The Executive Chairman and the Chief Financial Officer state in writing to the Board each reporting period 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

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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.		
Recommendation 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.	Yes	The Board receives written declarations from the CEO (or equivalent) and CFO attesting to the proper maintenance of the financial records, the preparation of the financial statements, the system of internal control and risk management at the completion of each of the half year financial statements, full year financial statements and on the presentation of the quarterly cash flow statements. The Board also receive Competent Person statements from the geologist s responsible for preparing technical information in exploration reports provided to the market.
Principle 5: Make timely and balanced disclosure		
Recommendation 5.1 A listed entity should have a written policy for complying with its continuous disclosure obligations under Listing Rule 3.1.	Yes	Cannindah Resources has established a comprehensive Ethics and Disclosure Policy to ensure timely and balanced disclosure of all material matters concerning the Company, and to ensure that all investors have access to information on the Company's financial and operational performance. This ensures that the Company is compliant with the information disclosure requirements under the ASX Listing Rules. The policy is available in the Corporate Governance section of the Cannindah Resources' website
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	Board members receive and approve all material market announcements prior to their lodgement with the Market Announcement Platform.

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Recommendation 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.	Yes	Investor and analyst presentations are released on the ASX Market Announcements Platform ahead of the presentation.
<i>Principle 6: Respect the rights of security holder</i>		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information about the Company and its governance is available in the relevant sections of the Company's website.
Recommendation 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	CAE aims to promote effective communication with shareholders through an investor relations program which includes: • The annual report, including relevant information about the operations of the Company during the year, key financial information, changes in the state of affairs and indications of future developments. The annual report can be accessed either through the ASX website or Annual Reports section of the Company's website. • The half year and full year financial results are announced to the ASX and are available to shareholders via the Cannindah Resources and ASX websites. • All announcements made to the market and related information (including presentations to investors and information provided to analysts or the media during briefings), are made available to all shareholders under the investor information section of Cannindah Resources' website after they have been released to the ASX. • Detailed notices of shareholder meetings are sent to all shareholders in advance of the meeting.

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		Shareholding details are available through the Company's share register, Boardroom Pty Ltd.
Recommendation 6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	The Board encourages full participation by shareholders at the Annual General Meeting to ensure a high level of Director accountability to shareholders and shareholder identification with the Company's strategy and goals. Important issues are presented to the shareholders as single resolutions. Shareholders are requested to vote on matters such as the adoption of the Company's remuneration report, the granting of options and shares to Directors and changes to the Constitution.
Recommendation 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.	Yes	All resolutions at a meeting of security holders are decided by a poll.
Recommendation 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	Yes	Shareholders are provided the option of sending and receiving communications electronically
<i>Principle 7: Recognise and manage risk</i>		
Recommendation 7.1 The Board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent Directors; and	No	Cannindah Resources Limited recognises that the identification and management of risk is central to the Company's strategy of delivering value to shareholders through its exploration and development activities. The Company has an Audit and Risk Committee the only member of which is Mr Geoffrey Missen (Independent Non-Executive Director). The Committee did not meet during the

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(ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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 process it employs for overseeing the entity's risk management framework		year referring all matters which might otherwise be delegated to the committee to the full Board. The Board Charter sets out the procedures adopted by the Board to satisfy itself of the matters which may otherwise be dealt with by Committees. The Board Charter may be viewed at the Company's website at www.cannindah.com.au in the Corporate Governance section.
Recommendation 7.2 The Board or a committee of the Board should: (a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound; and (b) disclose in relation to each reporting period, whether such a review has taken place.	Yes	The Board constantly monitors the operational and financial aspects of the company's activities and is responsible for the implementation and on-going review of business risks that could affect the Company. Duties in relation to risk management that are conducted by the Directors include but are not limited to: • initiate action to prevent or reduce the adverse effects of risk; • control further treatment of risks until the level of risk becomes acceptable; • identify and record any problems relating to the management of risk; • initiate, recommend or provide solutions through designated channels; • verify the implementation of solutions; • communicate and consult internally and externally as appropriate; and • inform investors of material changes to the company's risk profile. On-going review of the overall risk management program is conducted by external parties where appropriate.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	COMMENTS
		The Board ensures that recommendations made by the external parties are investigated and where considered necessary, appropriate action is taken to ensure that the Company has an appropriate internal control environment in place to manage the key risks identified.
Recommendation 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 risk management and internal control processes.	No	The Company does not, at this stage, have an Internal Audit function. The Board is of the view that the Company's size and scale does not currently support an independent internal audit function. The Board from time to time may utilise external parties to undertake internal audit control reviews. The Board Charter which can be viewed in the Corporate Governance section of the Company's website sets out the processes the Board employs to oversee the Company's risk management framework
Recommendation 7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Yes	The Company acknowledges that protection of the environment and sound environmental management strategies are essential to the continued operations of the company. The Company has established an Environmental Policy that requires the Company and its employees to: • Observe all environmental laws and conduct activities in compliance with applicable legislation, regulations and licence requirements. • Actively promote environmental awareness among Company personnel and contractors to increase the understanding of environmental matters. • Incorporate environmental matters into planning and operational decisions and conduct regular audits of operations including those of contractors to ensure performance standards are maintained at the highest level

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Principle 8: Remunerate fairly and responsibly		
Recommendation 8.1 The Board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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.	No	As at the date of this report, the Company does not have a r Remuneration Committee of the Board of Directors. The full Board of Directors undertakes the role of this Committee. Given the composition of the Board and the size of the company, it is felt that a remuneration committee is not yet warranted, however it is expected that as the Company's operations expand that each of these committees will be established. The 'Remuneration Report' section of the Directors' Report sets out the structure of remuneration of non-executive directors and of executives. The Report also details the nature and amount of each element of the remuneration of each non-executive Director and executive. The Board assesses the appropriateness of the nature and amount of remuneration by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high-quality Board and management team. Shareholders will be asked to adopt, as a non-binding vote, the Remuneration Report as contained in the Directors' Report for the financial year ended 30 June 2021. The Board Charter which can be viewed in the Corporate Governance section of the Company's website sets out the processes the Board employs to ensure that remuneration of Directors and management is appropriate and not excessive.
Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-	Yes	The Board assesses the appropriateness of the nature and amount of remuneration by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high-quality Board and management team.

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executive directors and the remuneration of executive directors and other senior executives.		
Recommendation 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.	yes	At the AGM in 2021, Shareholders approved the introduction of a Performance Rights Plan details of which are set out in the 2022 annual financial statements. CAE's Securities Trading Policy does not allow Directors or other participants to enter into transactions that would limit their economic risk under the scheme. CAE's Securities Trading Policy sets out the circumstances in which the Directors, executives, employees, contractors, consultants and advisors are prohibited from dealing in CAE's Securities.
<i>Principle 9: Additional recommendations that apply only in certain cases</i>		
Recommendations 9.1, 9.2 and 9.3 do not apply to Cannindah Resources Limited		