

CORPORATE GOVERNANCE STATEMENT

The Evolution Energy Minerals Limited (“**Evolution**” or the “**Company**”) board of directors (the “**Board**”) is committed to conducting Evolution’s business in accordance with the highest standards of corporate governance to create and deliver value for its shareholders. The Board has established a corporate governance framework, including corporate governance policies, procedures and charters, to support this commitment. The framework will be reviewed regularly and revised in response to changes in law, developments in corporate governance and changes to the Company’s business. A copy of these charters, procedures and policies are available on the governance page of Evolution’s website located at www.evolutionenergyminerals.com.au and are referred to in this document where relevant.

As a listed entity, Evolution must comply with Australian laws including the *Corporations Act 2001* (Cth) (“**Corporations Act**”) and the Australian Securities Exchange Listing Rules (the “**ASX Listing Rules**”), and to report against the ASX Corporate Governance Council’s Principles and Recommendations (4th Edition) (the “**Recommendations**”).

Following admission to the Official List, the Company will be required to report its compliance with the Recommendations at the time of lodgement of its annual report. This Corporate Governance Statement is current as at 30 September 2022 and has been approved by the Board of Evolution.

Principles and Recommendations	Comply (Yes/No)	Explanation
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	The Board has established a Board Charter. The Board has adopted a formal Board Charter that details the Board's role, authority, responsibilities, membership and operations, and will be available under Corporate Governance on our website at: www.evolutionenergyminerals.com.au. The Charter sets out the matters specifically reserved for the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy.
Recommendation 1.2 A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all	YES	The Company undertakes appropriate checks before appointing a person or putting forward to security holders a candidate for election, as a Director. The Board, which performs the function of a Nomination and Remuneration Committee is required to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person, or putting forward to security holders a candidate for election, as a Director. All material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to Shareholders in any notice of meeting pursuant to which the resolution to elect or re-elect such Director will be voted on.

Principles and Recommendations	Comply (Yes/No)	Explanation
<i>material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</i>		
Recommendation 1.3 <i>A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.</i>	YES	All new directors are appointed through a written agreement with the Company that sets out their duties, rights and responsibilities. The Company has written agreements in place with each of its Directors and senior executives.
Recommendation 1.4 <i>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.</i>	YES	The Company Secretary reports to the Executive Chairman. The Company Secretary in his capacity as company secretary is appointed by the Board and directors have access to the Company Secretary. The Company Secretary is accountable to the Board through the Executive Chairman on matters regarding the proper functioning of the Board, including assisting the Board and any of its committees with meetings and directors' duties, advising the Board on corporate governance matters, and acting as the interface between the Board and senior executives. The role of the Company Secretary is described in more detail in the Board Charter.
Recommendation 1.5 <i>A listed entity should:</i> (a) <i>have and disclose a diversity policy;</i> (b) <i>through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives</i>	NO	The Company is committed to building a diverse and inclusive workforce across a wide range of workforce demographics that extends beyond gender. The Company maintains a diversity policy, however, in light of its scope of activity and employee numbers, and the fact that it only commenced trading on the ASX in November 2021, the Company has not yet: a) set and disclosed measurable objectives for achieving gender diversity; b) annually assessed diversity related objectives and the entity's progress in achieving them. The Company recognises the benefits of the Board and management being composed of directors of different ages, ethnicities and backgrounds, which can help bring different perspectives and experiences to bear on decision making.

Principles and Recommendations	Comply (Yes/No)	Explanation
<i>and workforce generally; and</i> <i>(c) disclose in relation to each reporting period:</i> <i>(i) the measurable objectives set for that period to achieve gender diversity;</i> <i>(ii) the entity's progress towards achieving those objectives; and</i> <i>(iii) either:</i> <i>(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</i> <i>(B) if the entity is a "relevant</i>		

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<i>employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in the Workplace Gender Equality Act.</i> <i>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.</i>		
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</i>	YES	The Board considers the evaluation of its own and senior executive performance as fundamental to establishing a culture of performance and accountability. Performance evaluation of the Board and any applicable Board committees is managed by the Chairman of the Board, working with the Company Secretary. The Board has an agreed performance evaluation process which includes a questionnaire relating to the role, composition, procedures, practices and behaviour of the Board, any applicable committees and its members. Senior executives having most direct contact with the Board may also be invited to complete similar questionnaires. Responses to the questionnaires are confidential and provided directly to the Company Secretary with the results then communicated to the Chairman of the Board. The Chairman of the Board meets individually with each Board member to discuss their comments. The Chairman of the Board then meets with the Board as a

Principles and Recommendations	Comply (Yes/No)	Explanation
<i>has been undertaken in accordance with that process during or in respect of that period.</i>		whole during which each Board member has the opportunity to raise any matter, suggestion for improvement or criticism with the Board. Individual directors' performance evaluations are completed by the Chairman. The Chairman meets with each individual director and discusses their participation, preparedness and general contribution to the Board. The Board identifies weaknesses in their performance and may recommend strategies to correct those points. The Chairman's performance evaluation is completed by an independent director, after canvassing the views of the other directors. The Executive Chairman's performance evaluation is reviewed by the Board. The Board conducts a performance evaluation of the Executive Chairman at a Board meeting, without the Executive Chairman being present, for each director to provide feedback on the performance of the Executive Chairman. The Executive Chairman of the Board then meets with the Managing Director to discuss his overall performance. The Chairman may recommend strategies to correct weaknesses. The Executive Chairman reviews the performance of the Company's senior executives. This is conducted by the Executive Chairman meeting with senior executives to discuss their overall performance, having regard to individual performance objectives and Company performance objectives. The Executive Chairman may recommend strategies to correct weaknesses. As the Company only commenced trading on the ASX in November 2021, it has not yet conducted its first performance evaluation.
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</i>	YES	The Board is responsible for evaluating the performance of the Company's senior executives on an annual basis. The Board is responsible for evaluating the remuneration of the Company's senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non-executive Director. The applicable processes for these evaluations can be found in the Company's Corporate Governance Plan, which is available on the Company's website. The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company intends to complete performance evaluations in respect of the senior executives (if any) for each financial year in accordance with the applicable processes.

Principles and Recommendations	Comply (Yes/No)	Explanation
<i>with that process during or in respect of that period.</i>		
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: (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	YES	The Board has the ability under the Company's Constitution to delegate its powers and responsibilities to Committees of the Board. Special Board committees shall be formed as required to give guidance and provide oversight concerning specific matters to the Board. The Company has established a Nomination and Remuneration Committee (NRC). The membership of the NRC comprises three directors, one of whom is independent and is the Chair. The NRC has adopted a formal, Board-approved charter that will detail its role, authority, responsibilities, membership and operations. The NRC charter will be reviewed annually and is available on the Company's website at: www.evolutionenergyminerals.com.au.

Principles and Recommendations	Comply (Yes/No)	Explanation
<i>committee met throughout the period and the individual attendances of the members at those meetings; or</i> <i>(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>		
Recommendation 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.	YES	The Company's objective is to have an appropriate mix of expertise and experience on the Board, and where appropriate its committees, so that the Board can effectively discharge its corporate governance and oversight responsibilities. The areas of expertise considered by the Board to be critical and a summary of the experience, skills and attributes of the Board is shown in the table below:

Principles and Recommendations	Comply (Yes/No)	Explanation	
		Experience, skills and attributes	Board
		Corporate leadership Successful experience in CEO/Managing Director and/or other senior corporate leadership roles	5
		African experience Senior experience in African locations	5
		Metals and mining exploration Relevant industry (resources, mining, exploration) experience	5
		Other board level experience Directors of other listed entities (last 3 years)	4
		Project development Resources capital project development and management	5
		Strategy Development and implementation of corporate strategy	4
		Capital markets and business development Experience and capability in equity financing, joint ventures, mergers and acquisitions	4
		Corporate Governance Demonstrated commitment to high standards of corporate governance, including board, senior executive or equivalent experience or background which demonstrates a commitment to a high level of corporate governance	4
		Risk management and compliance	5

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		Senior executive experience in operational risk management, including identification, monitoring, mitigation and compliance																									
		Health and Safety Relevant experience in workplace health and safety, implementing health, safety and wellbeing strategies, and proactive identification and prevention of health and safety risks	2																								
		Details of the skills, experiences and expertise of each director will be set out in the Company’s annual report and on the Company’s website under Board and Management at: www.evolutionenergyminerals.com.au .																									
Recommendation 2.3 <i>A listed entity should disclose:</i> <i>(a) the names of the Directors considered by the Board to be independent Directors;</i> <i>(b) if a Director has an interest, position or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendations (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 or relationship in question and an explanation of why the</i>	YES	The Board’s assessment of the independence of each current director is set out below. The Company has accepted the definition of “independence” in the Recommendations in making the above assessments of independence. <table><tr><th>Name</th><th>Status</th><th>Appointment Date</th><th>Length</th></tr><tr><td>Trevor Benson</td><td>Non-Executive Director Non-Independent</td><td>1 April 2021</td><td>19 months</td></tr><tr><td>Phil Hoskins</td><td>Managing Director¹ Non-Independent</td><td>15 March 2021</td><td>18 months</td></tr><tr><td>Michael Bourguignon</td><td>Executive Director Non-Independent</td><td>19 July 2021</td><td>14 months</td></tr><tr><td>Amanda van Dyke</td><td>Non-Executive Director Non-Independent</td><td>28 September 2021</td><td>12 months</td></tr><tr><td>Henk Ludik</td><td>Non-Executive Director Independent</td><td>2 June 2022</td><td>3 months</td></tr></table> <i>1. Mr Hoskins was appointed as Managing Director on 20 January 2022, prior to which he was a non-executive director.</i>		Name	Status	Appointment Date	Length	Trevor Benson	Non-Executive Director Non-Independent	1 April 2021	19 months	Phil Hoskins	Managing Director ¹ Non-Independent	15 March 2021	18 months	Michael Bourguignon	Executive Director Non-Independent	19 July 2021	14 months	Amanda van Dyke	Non-Executive Director Non-Independent	28 September 2021	12 months	Henk Ludik	Non-Executive Director Independent	2 June 2022	3 months
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<i>Board is of that opinion; and (c) the length of service of each Director.</i>		Details regarding the Chairman and the Directors, including experience and qualifications, are set out in the Company's Annual Report and available on the Company's website under Board and Management at www.evolutionenergyminerals.com.au .
Recommendation 2.4 <i>A majority of the Board of a listed entity should be independent Directors.</i>	NO	The Company's Board Charter requires that, where practical, the majority of the Board should be independent. The Board currently comprises a total of four directors, none of whom are considered to be independent. As such, independent directors currently do not comprise the majority of the Board. The Board does not currently consider an independent majority of the Board to be appropriate given: a) the nature of the Company's business, and its limited scale of activities, means the Company only needs, and can only commercially sustain, a small Board of four Directors and no senior executives (other than the executive Directors); b) the Company considers at least two Directors need to be executive Directors for the Company to be effectively managed; c) the Company considers it necessary, given the scale of activities, to attract and retain suitable Directors by offering Directors an interest in the Company; and d) the Company considers it appropriate to provide remuneration to its Directors in the form of securities in order to conserve its limited cash reserves. Despite not having an independent majority of Directors, the Company has two Non-Executive Directors and a Non- Executive Chairperson, the former of which has the casting vote at Board meetings.
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	The Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO/Managing Director. The Chair of the Company is a Non-Executive Chairman who is not an independent Director.
Recommendation 2.6 <i>A listed entity should have a program for inducting new Directors and for periodically</i>	YES	The Board is responsible for ensuring that new directors undergo an induction process in which they will be given a full briefing on the Company, including meeting with key executives, visits to the Company's premises and an induction package.

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<i>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>		Incoming Directors are provided with a formal induction process upon engagement, including familiarising the Director with the Company's policies and processes, role and duties, membership and function of Committees, calendar of events, insurance access and indemnity. Incoming Directors are also offered the opportunity to undertake appropriate training tailored to the Director's existing skills, knowledge and experience. New Directors appointed to the Board are provided with written material incorporating an overview of Directors' duties for publicly listed companies together with a detailed appointment letter outlining the Company's expectations and setting. The Company Secretary is responsible for facilitating inductions and professional development including receiving briefings on material developments in laws, regulations and accounting standards relevant to the Company.
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 Code of Conduct provides a decision-making framework by establishing principles and values to guide decisions and actions. The Code promotes an organisational culture that enables employees to respond appropriately in a variety of situations and to be accountable for their decisions. The Code of Conduct requires directors, management, contractors and employees to deal with the Company's customers, suppliers, competitors, regulatory bodies and each other with honesty, fairness and integrity and to observe the rule and spirit of the legal and regulatory environment in which the Company operates. This Code of Conduct addresses expectations for conduct in the following areas: a) acting with integrity and professionalism and be scrupulous in the proper use of Company information, funds, equipment and facilities; b) exercising fairness, equity, courtesy, consideration and sensitivity in interactions with colleagues and stakeholders; c) avoiding real or apparent conflicts of interest; d) devoting the whole of their time, efforts, attention and skills during the hours of work and other such times as may be reasonably necessary to the performance of their duties to the best of their ability and knowledge; e) using their best endeavours to promote the interests and business of the Company and its related entities;

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		f) complying with all relevant laws, rules and regulations, policies, handbooks/manuals and procedures as communicated from time to time; g) being familiar at regular times with any and all such updates and amendments and comply with any updated, amended or new policies, regulations, rules, laws, handbooks/manuals and procedures; h) faithfully and diligently performing duties and exercising powers consistent with the applicable role or as assigned from time to time; and i) contributing to a culture of high ethical and moral standards and playing a role in preventing and correcting violations.
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	The Company's Code of Conduct applies to the Company's Directors, senior executives and employees. Any material breaches of the Code of Conduct are reported to the Board or a committee of the 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	The Company's Whistleblower Policy (which forms part of the Corporate Governance Plan) is available on the Company's website. Any material breaches of the Whistleblower Policy are to be reported to the Board or a committee of the Board.
Recommendation 3.4 <i>A listed entity should:</i>	YES	Evolution has a zero-tolerance approach to bribery or corruption in its business. The Code, together with the Anti-Bribery and Corruption Policy and Compliance Guide, documents the Company's commitment to ensure all

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(a) <i>have and disclose an anti-bribery and corruption policy; and</i> (b) <i>ensure that the Board or committee of the Board is informed of any material breaches of that policy.</i>		officers, employees, contractors, agents and any other party representing Evolution, will act fairly, honestly, with integrity and in compliance with the law. The Code, together with the Anti-Bribery and Corruption Policy and Compliance Guide, set out the standards and behaviour Evolution expects of its officers, employees and representatives and links with the Whistleblowing Policy for the reporting of any actual or suspected breaches. A copy of the Anti-Bribery and Corruption Policy and Compliance Guide is available on the Company's website at www.evolutionenergyminerals.com.au.
PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS		
Recommendation 4.1 The Board of a listed entity should: (a) <i>have an audit committee which:</i> i. <i>has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and</i> ii. <i>is chaired by an independent Director, who is not the Chair of the Board,</i> <i>and disclose:</i> iii. <i>the charter of the committee;</i>	NO	The Board has established an Audit and Risk Committee (ARC). The ARC is comprised of three members, one of whom is independent and is the Chair of the ARC. The ARC assists the Board to protect the interests of Evolution's shareholders and stakeholders by overseeing on behalf of the Board, among other things: a) the integrity of financial reporting; b) the adequacy of the control environment and the processes for identifying and managing financial risk; c) the external audit function; and d) compliance with applicable legal and regulatory requirements and internal codes of conduct, as requested by the board. The ARC and the Board are given the opportunity to liaise with the Company's auditors separately and before the final signing of the half-year and annual financial statements.

Principles and Recommendations	Comply (Yes/No)	Explanation
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 corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.		
Recommendation 4.2 <i>The Board of a listed entity should, before it approves the entity's financial statements for a financial</i>	YES	In connection with the year-end financial reports, the CEO (or his equivalent) and CFO (or his equivalent) will provide a declaration to the Board in accordance with Australian Accounting Standards and the Corporations Act that, in their opinion, the financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and

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<i>period, receive from its CEO and CFO a declaration that 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>		performance of the Company, and their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. The Board is satisfied that a formal declaration is not needed for the half year results and that an annual declaration is sufficient.
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 will include in each of its (to the extent that the information contained in the following is not audited or reviewed by an external auditor): (a) annual reports or on its website, a description of the process it undertakes to verify the integrity of the information in its annual directors' report; and (b) quarterly reports, or in its annual report or on its website, a description of the process it undertakes to verify the integrity of the information in its quarterly reports.
PRINCIPLE 5: MAKE TIMELY AND BALANCED 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	In order to comply with these obligations, the Board has adopted a Continuous Disclosure Policy. The Continuous Disclosure Policy is available on the Company's website at: www.evolutionenergyminerals.com.au. Evolution's Continuous Disclosure Policy reinforces Evolution's commitment to the ASX continuous disclosure requirements and outlines management's accountabilities and the processes to be followed for ensuring compliance. The Continuous Disclosure Policy requires that procedures are in place to ensure that: a) information is reviewed by Company management, including consultation with the Board and external advisors as required to determine if disclosure is required; b) the Executive Chairman is advised of and approves all information to be disclosed to the market; and

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		c) the Board is kept fully informed of all information subsequently disclosed to the market. The Company Secretary has primary responsibility for administration of the Continuous Disclosure Policy, including monitoring compliance with its disclosure obligations and managing all communications with the ASX.
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	Under the Company's Continuous Disclosure Policy, all members of the Board will receive material market announcements promptly after they have been made.
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	All substantive investor or analyst presentations will be released on the ASX Markets Announcement Platform ahead of such presentations.
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	Information about the Company and its corporate governance policies will be available on the Company's website.
Recommendation 6.2 <i>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</i>	YES	Through its shareholder communications, Evolution aims to provide information that will allow existing shareholders, potential shareholders and financial analysts to make informed decisions about the Company's intrinsic value and to provide the Company with feedback. Evolution has an investor relations program that aims to facilitate effective two-way communication with investors, which includes: a) issuing regular written shareholder communications such as quarterly financial reporting and an Annual Report which address the Company's strategy and performance;

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		b) making available on the Company's website important information such as broker research and Company presentations; c) sending and receiving shareholder communications electronically, both from Evolution and our share registry; d) maintaining the Board and governance section and investor and media centre on the Evolution website, including posting all announcements after they have been disclosed to the market; e) engaging in a program of interactions with current and potential investors, and analysts, including participating in investor meetings, relevant conferences, and webinars; f) promoting two-way interaction with shareholders, by supporting shareholder participation in the AGM; and g) ensuring that continuous disclosure obligations are understood and complied with throughout the Company. In addition to electronic communication via the ASX website, the Company publishes all ASX releases, including Annual and Half-Yearly financial statements, on the Company's website at www.evolutionenergyminerals.com.au.
Recommendation 6.3 <i>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</i>	YES	To ensure that security holders have the opportunity to participate at meetings of members: a) at the Annual General Meeting, shareholders elect the directors and have the opportunity to express their views, ask questions about Company business and vote on items of business for resolution by shareholders; and b) the Company's external auditor shall attend the Company's Annual General Meeting and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report. In relation to the election and re-election of Directors, Shareholders are informed of the names of candidates submitted for election and re-election as Directors at a general meeting of shareholders. In order to enable shareholders to make an informed decision regarding the election, the following information is supplied to shareholders: a) biographical details (including competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate); b) details of material business relationships between the candidate and the Company and the candidate and directors of the Company;

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		c) directorships held; d) the term of office currently served by any directors subject to re-election; and e) any other particulars required by law.
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	All resolutions at securityholder meetings will be decided by a poll rather than a show of hands.
Recommendation 6.5 <i>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</i>	YES	The Company supports electronic communications with its shareholders. All shareholders have the option of receiving part or all of their communications electronically, and the Company regularly encourages shareholders to elect for, or transition to, electronic communications. Contact details for the Company's share registry are made available for shareholders on the website and in key communications to shareholders.
PRINCIPLE 7: RECOGNISE AND MANAGE RISK		
Recommendation 7.1 <i>The Board of a listed entity should:</i> <i>(a) have a committee or committees to oversee risk, each of which:</i> <i>i. has at least three members, a majority of whom are independent Directors; and</i> <i>ii. is chaired by an independent</i>	NO	The Company does not have a separate risk committee, this function forms part of the responsibilities of the ARC. The ARC has adopted a charter which will be reviewed annually and is available on the Company's website at: www.evolutionenergyminerals.com.au. The ARC oversees the Company's risk management framework. The approach of the ARC is to monitor and if considered necessary, seek advice on areas of operational and commercial risk and implement strategies for appropriate risk management arrangements. Specific areas of risk, which are regularly considered at ARC meetings, include expenditure levels relative to budget, going concern, the applicable legal and regulatory framework, foreign currency and commodity price fluctuations, performance of key activities, human resources, community and environment, land access, political instability and internal control. The ARC has a charter which is disclosed on the Company's website.

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<i>Director, and disclose:</i> <i>iii. the charter of the committee;</i> <i>iv. the members of the committee; and</i> <i>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</i> <i>(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.</i>		
Recommendation 7.2 <i>The Board or a committee of the Board should:</i> <i>(a) review the entity's risk</i>	YES	The Company's approach to risk management is based on the identification, assessment, monitoring, management and reporting of material risks related to its business and management systems.

Principles and Recommendations	Comply (Yes/No)	Explanation
<i>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</i> <i>(b) disclose in relation to each reporting period, whether such a review has taken place.</i>		Risk management governance originates at Board level and flows through to the Executive Chairman and the Company's business units through the Company's risk register, management and reporting against the risk register and delegated authorities. The Company's risk register identifies risks to which the Company is exposed, designating such risks by business function. For each risk in the Company's risk register, the likelihood and consequence of each risk materialising is assessed and risks are then ranked accordingly. Existing risk mitigation measures are recorded in the risk register and risk rankings are adjusted according to existing risk mitigation initiatives in place. The Board is responsible for reviewing and ratifying systems of risk management and internal control and compliance, codes of conduct and legal compliance. It uses a number of mechanisms to ensure that management's objectives and activities are aligned with the risks identified by the Board.
Recommendation 7.3 <i>A listed entity should disclose:</i> <i>(a) if it has an internal audit function, how the function is structured and what role it performs; or</i> <i>(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>	YES	Owing to the current size of the Company, the Company does not maintain a designated internal audit function within the Company, as disclosed in the Annual Report. The scope of work carried out by the external auditor shall include a review of internal controls, especially as they relate to the Company's foreign subsidiaries. The report from the external auditor specifically addresses any weaknesses associated with internal controls as they relate to corporate reporting and any identified weaknesses form the basis of an action plan, the purpose of which is to address any such weaknesses. Implementation and monitoring of the progress of the action plan is undertaken by the Company's CFO, who is an experienced internal auditor. Comprehensive reporting to the Board on the Company's activities, in particular, the application of funds, is carried out on a monthly basis and forms an important part of the internal control process.
Recommendation 7.4 <i>A listed entity should disclose whether it has any material exposure to environmental or social</i>	YES	The Company's Continuous Disclosure Policy requires the Company to disclose whether it has any potential or apparent exposure to environmental or social risks and, if it does, put in place management systems, practices and procedures to manage those risk.

Principles and Recommendations	Comply (Yes/No)	Explanation
<i>risks and, if it does, how it manages or intends to manage those risks.</i>		The Company operates in a foreign jurisdiction – Tanzania – and recognises the importance of working constructively with local communities. In endeavouring to ensure that the Company maintains positive, mutually beneficial relationships with local communities and other key stakeholders, it applies a multi-faceted approach that seeks to address the following aspects of its engagement: a) staff and contractor conduct b) community engagements c) community complaints d) land access and relocation e) migration to the local area (In-migration) f) community health and safety g) environmental impact h) local employment i) local procurement j) community development k) track projects' quality and result
PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY		
Recommendation 8.1 <i>The Board of a listed entity should:</i> <i>(a) have a remuneration committee which:</i> <i>i. has at least three members, a majority of whom are independent Directors; and</i> <i>ii. is chaired by</i>	NO	The Company has established a Nomination and Remuneration Committee (NRC). The membership of the NRC comprises three directors, one of whom is independent and is the Chair. The NRC has adopted a formal, Board-approved charter that will detail its role, authority, responsibilities, membership and operations. The NRC charter will be reviewed annually and is available on the Company's website at: www.evolutionenergyminerals.com.au.

Principles and Recommendations	Comply (Yes/No)	Explanation
<i>an independent Director, and disclose:</i> <i>iii. the charter of the committee;</i> <i>iv. the members of the committee; and</i> <i>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</i> <i>(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</i>		

Principles and Recommendations	Comply (Yes/No)	Explanation
<i>appropriate and not excessive.</i>		
Recommendation 8.2 <i>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.</i>	YES	Details on the Company's approach to remuneration and the amount of remuneration and all monetary and non-monetary components for all Directors and Key Management Personnel are to be included in the Remuneration Report within the Directors' Report in the Annual Report.
Recommendation 8.3 <i>A listed entity which has an equity-based remuneration scheme should:</i> <i>(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</i> <i>(b) disclose that policy or a summary of it.</i>	YES	The Company has an equity-based remuneration scheme. The Company has a policy – the Securities Trading 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. A copy of the Securities Trading Policy will be provided on the Company's website.
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES		
Recommendation 9.1 <i>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</i>	N/A	The Company does not currently have a Director who does not speak the language in which board or security holder meetings are held. However, should the Company have a non-English speaking Director, the Company will translate all key corporate documents into the language this Director speaks. In addition, a translator will be present for all Board and Shareholder meetings.

Principles and Recommendations	Comply (Yes/No)	Explanation
<i>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.</i>		
Recommendation 9.2 <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	The Company is established within Australia.
Recommendation 9.3 <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	The Company is established within Australia.

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Evolution Energy Minerals Limited

ABN/ARBN

77 648 703 548

Financial year ended:

30 June 2022

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

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://evolutionenergyminerals.com.au/corporate/#corporate-governance>

The Corporate Governance Statement is accurate and up to date as at *30 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:

Stuart McKenzie
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: https://evolutionenergyminerals.com.au/corporate/#corporate-governance	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ 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 <u>OR</u> ☐ 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 <u>OR</u> ☐ 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 <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5 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.	☐ we have disclosed a copy of our diversity policy at: https://evolutionenergyminerals.com.au/corporate/#corporate-governance. <i>[insert location]</i> and we have disclosed the information referred to in paragraph (c) at: <i>[insert location]</i> 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: https://evolutionenergyminerals.com.au/corporate/#corporate-governance in the Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://evolutionenergyminerals.com.au/corporate/#corporate-governance in the Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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.	☒ https://evolutionenergyminerals.com.au/corporate/#corporate-governance in the Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://evolutionenergyminerals.com.au/corporate/#corporate-governance in the 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: https://evolutionenergyminerals.com.au/corporate/#corporate-governance and the information referred to in paragraphs (4) and (5) in the Company's annual report, available at https://evolutionenergyminerals.com.au/company-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: https://evolutionenergyminerals.com.au/corporate/#corporate-governance/ in the 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
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: https://evolutionenergyminerals.com.au/corporate/#corporate-governance in the Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: https://evolutionenergyminerals.com.au/corporate/#corporate-governance in the Corporate Governance Statement and the length of service of each director at: https://evolutionenergyminerals.com.au/corporate/#corporate-governance in the Corporate Governance Statement	☐ 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 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

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 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 in the code of conduct at: https://evolutionenergyminerals.com.au/corporate/#corporate-governance	☐ 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://evolutionenergyminerals.com.au/corporate/#corporate-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: https://evolutionenergyminerals.com.au/corporate/#corporate-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: https://evolutionenergyminerals.com.au/corporate/#corporate-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: https://evolutionenergyminerals.com.au/corporate/#corporate-governance and the information referred to in paragraphs (4) and (5) in the Company's annual report, available at https://evolutionenergyminerals.com.au/company-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: https://evolutionenergyminerals.com.au/corporate/#corporate-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: https://evolutionenergyminerals.com.au/corporate/#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 at: https://evolutionenergyminerals.com.au/corporate/#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

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: https://evolutionenergyminerals.com.au/corporate/#corporate-governance and the information referred to in paragraphs (4) and (5) in the Company's annual report, available at https://evolutionenergyminerals.com.au/company-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: <i>[insert location]</i>	☒ 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
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

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.	☐ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://evolutionenergyminerals.com.au/corporate/#corporate-governance and the information referred to in paragraphs (4) and (5) in the Company's annual report, available at https://evolutionenergyminerals.com.au/company-reports/ <i>[If the entity complies with paragraph (b):]</i> 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: <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
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: https://evolutionenergyminerals.com.au/corporate/#corporate-governance and in the 30 June 2022 year end Annual Report	☐ 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: https://evolutionenergyminerals.com.au/corporate/#corporate-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: <i>[insert location]</i>	☐ 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: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement

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