

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Lithium Plus Minerals Ltd

ABN/ARBN

88 653 574 219

Financial year ended:

30 June 2024

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://lithiumplus.com.au/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 23 September 2024 and has been approved by the board.

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

Date: 23 September 2024

Name of authorised officer
authorising lodgement:

Robert Lees – 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://lithiumplus.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5 A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our diversity policy at: https://lithiumplus.com.au/corporate-governance/ and we have disclosed the information referred to in paragraph (c) at: [insert location] 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://lithiumplus.com.au/corporate-governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: [insert location]	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: https://lithiumplus.com.au/corporate-governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: [insert location]	☐ 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://lithiumplus.com.au/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: Corporate Governance Statement page 9 <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: <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
2.3	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://lithiumplus.com.au/corporate-governance/ and, where applicable, the information referred to in paragraph (b) at: Corporate Governance Statement - page 10... and the length of service of each director at the Annual Report pages 2 & 3.	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: https://lithiumplus.com.au/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://lithiumplus.com.au/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://lithiumplus.com.au/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://lithiumplus.com.au/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://lithiumplus.com.au/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: 30 June 2023 Financial Statements pages 2 & 3 <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do have an audit committee. We disclose 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: Corporate Governance Statement page 14	☐ 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://lithiumplus.com.au/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://lithiumplus.com.au/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://lithiumplus.com.au/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

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
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
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://lithiumplus.com.au/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: Corporate Governance Statement P19..... <i>[If the entity complies with paragraph (b):]</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: https://lithiumplus.com.au/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
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: https://lithiumplus.com.au/corporate-governance/ <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: Corporate Governance Statement P21.....	☐ 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: Annual Report P10..... and, if we do, how we manage or intend to manage those risks at: Annual Report P10.....	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: https://lithiumplus.com.au/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: Corporate Governance Statement page 21- 22 [If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: [insert location]	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: Annual Financial Statements – Audited Remuneration Report – pages 12 to 18.....	☐ 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: [insert location]	☐ 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 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
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ and we have disclosed information about the processes in place at: [insert location]	☐ set out in our Corporate Governance Statement OR ☒ we do not have a director in this position and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement OR ☒ we are established in Australia and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement OR ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: [insert location]	☐ set out in our Corporate Governance Statement

CORPORATE GOVERNANCE STATEMENT

Lithium Plus Minerals Ltd (**Lithium Plus Minerals** or the **Company**) is committed to the highest standards of corporate governance and accountability, in order to protect and enhance the interests of the Company and its shareholders. With these objectives in mind, the Board of the Company (**Board**) has created a corporate governance framework which adopts relevant internal controls, risk management processes and corporate governance practices that are designed to promote the responsible management and conduct of the Company.

This corporate governance statement sets out the Company's current compliance with the 4th edition of the ASX Corporate Governance Principles and Recommendations (**ASX Recommendations**), and the extent to which the Company has followed the ASX Recommendations. The corporate governance statement has been approved by the Board and is current as at 23 September 2024.

Copies of the Company's key corporate governance policies and the charters of the Board and each of its committees are available at the Corporate Governance section of the Company website: <https://lithiumplus.com.au/corporate-governance/>

No.	ASX Recommendation	Comply	Explanation
1. Lay solid foundation 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	Yes	The Board has adopted a written board charter setting out the primary responsibilities of the Board and management. This Board assumes responsibilities including, but not limited to the following: • demonstrating leadership; • approving the Company's statement of values and code of conduct to underpin a culture of acting lawfully, ethically and responsibly; • approving and monitoring the Company's strategy, business performance objectives and financial performance objectives; • overseeing and monitoring the implementation of the Company's strategic objectives, instilling of the Company's values and performance generally; • overseeing and monitoring the establishment of systems of risk management by approving risk management policies, operational risk policies and procedures (including policies relating to health, safety and injury management) and systems of internal controls; and • monitoring compliance with legal and regulatory requirements, ethical standards and external commitments and, generally, safeguarding the reputation of the Company.

No.	ASX Recommendation	Comply	Explanation
	(b) those matters expressly reserved to the board and those delegated to management.	Yes	Pursuant to the Board Charter, the following matters are specifically reserved for the Board: • the appointment and removal of the Executive Chairman, the determination of the Executive Chairman's terms and conditions (including remuneration) and review of the Executive Chairman's performance; • the appointment and removal of the Chief Financial Officer and the Company Secretary; • any matters in excess of any discretions that the Board may have delegated to the Executive Chairman or senior executives; • approval of: ○ the Company's strategy, annual budget and major capital expenditure; ○ the Company's remuneration policy, including: ▪ the remuneration and conditions of service (including incentives) for executive Directors, senior executives, the Chief Financial Officer and the Company Secretary; ▪ industrial instruments or agreements of general application to some or all of the Company's employees; and ▪ incentive plans; ○ significant changes to the organisational structure of the Company; ○ the appointment, and, with assistance from the Remuneration and Nominations Committee, performance evaluation of senior executives and any other officers as the Board may determine; ○ the acquisition, establishment, disposal or cessation of any significant assets of the Company; ○ the amount, nature and term of the Company's debt facilities; ○ the issue of any shares, options, equity instruments or other equity securities in the Company; ○ any public statements which reflect significant issues of the Company

No.	ASX Recommendation	Comply	Explanation
			performance, policy or strategy; ○ any changes to the discretions delegated by the Board; and ○ the Company's dividend policy and the payment of dividends; • reviewing, with the assistance of reports from the Remuneration and Nominations Committee, succession planning for senior executives on a regular and continuing basis; and • the appointment, reappointment or replacement of the external auditor, upon the advice of the Audit and Risk Committee. A copy of the Board Charter is available on the Company's website.
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting forward a person for election as a director; and	Yes	The Company has established a Nominations Committee which assists the Board to identify individuals who are qualified to become Board members by assessing: • the skills, experience, expertise and personal qualities that will best complement the effective operation of the Board; • the capability of the candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other Board or executive appointments); and • potential conflicts of interest and independence. The Committee undertakes background checks to the person's character, experience, education, criminal record and bankruptcy history when assessing whether someone is qualified to be a Board member. Offers of a Board appointment must only be made by the Executive Chairman after all Directors have been consulted, with any recommendations from the Committee having been circulated to all Directors.

No.	ASX Recommendation	Comply	Explanation
	(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	Securityholders will be provided with all material information relevant to a decision on whether or not to elect or re-elect a Director in any notice of meeting pursuant to which the resolution to elect or re-elect such Director will be voted on.
1.3	A listed entity should have a written agreement with each director and senior executive should have a written agreement setting out the terms of their appointment.	Yes	All Directors and senior executives are given written agreements with the Company which sets out the terms of their appointment.
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 Executive Chairman, on all matters to do with the proper functioning of the Board. His advice and services are available to all Directors and committees of the Board. The Company Secretary is responsible for the co-ordination of all Board Committee business, including agendas, papers, minutes, communication with independent advisers and to develop and maintain the information systems and processes that are appropriate for the Board to fulfil its role.

No.	ASX Recommendation	Comply	Explanation
1.5	A listed entity should: (a) have and disclose a diversity policy; and	Yes	The Company has adopted a Diversity Policy, available on its website. In accordance with the Diversity Policy, the Company is committed to an inclusive workplace that embraces and promotes diversity at all levels of the Company . The Board will establish diversity-related measurable objectives for the Company. Assessment of these objectives and review of progress will be carried out on an annual basis by the Board. Progress against targets will be included in the Company's annual reports. The Executive Chairman will monitor the progress and report to the Board on the effectiveness of diversity related initiatives, including progress against measurable objectives.
	(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	Yes	

No.	ASX Recommendation	Comply	Explanation
	(c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieving gender diversity; (2) the Company'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 organisation (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.	Yes	The Company will disclose at the end of each reporting period the measurable objectives for achieving gender diversity set by the Board in accordance with this policy and its progress towards achieving them. The Executive Chairman will monitor the progress and report to the Board on the effectiveness of diversity related initiatives, including progress against measurable objectives. In light of the current size and nature of the Company's operations, the Board has determined that it is not currently practicable to set measurable objectives for achieving various measures of diversity. The Board will further consider the establishment of measurable objectives for achieving gender diversity as the Company develops and its circumstances change. At the time of this Statement, the Board comprises 4 male Directors. There are no employed senior executives other than the Executive Director. The Board will continue to give consideration to diversity (among other factors) in future appointments to the Board and to senior executive positions.
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the Board, its	Yes	The Board will evaluate at least annually the performance of the Board, each Director and each Board Committee. The Board will disclose in the Company's Annual Report whether a performance evaluation has been undertaken during the relevant reporting period.

No.	ASX Recommendation	Comply	Explanation
	committees and individual directors; and		The Board will consider the outcome of the evaluation of those Directors who are seeking election or re-election at an annual general meeting in considering whether to recommend those Directors for election or re-election. Evaluations will be undertaken against a set criteria and will have regard to the collective nature of Board work and the operation of the governance processes established in this document, and where appropriate seek to identify areas where performance could be improved. Where the Board considers it appropriate, third-party advisers may be engaged to provide assistance.
	(b)disclose in relation to each reporting period whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of the senior executives; and	Yes	The Board is responsible for the performance evaluation of senior executives, with assistance from the Remuneration and Nominations Committee. Among other things, the Board will review at least annually each senior executive's performance against key performance indicators and will set new targets. The Company will disclose whether a performance evaluation of senior executives has been undertaken each year, at the time of release of the Company's Annual Report.
	(b) disclose in relation to each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Yes	
2. Structure the Board to be effective and add value			

No.	ASX Recommendation	Comply	Explanation
2.1	The Board should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and	Yes	The Company has established a Remuneration and Nominations Committee, which consists of at least three members, the majority of whom are independent, including the chair of the Committee. A copy of the Remuneration and Nominations Committee Charter is available on the Company's website. The Remuneration and Nominations Committee is comprised of the following members: (a) Mr Simon Kidston (Chair); (b) Dr Jason Berton; and (c) Mr Su (George) Su. The Company considers that all of members of the Remuneration and Nominations Committee are independent. Details of attendance at Committee meetings and the number of meetings held during the period will be disclosed in the Company's Annual Report.
	(2) is chaired by an independent director, and disclose	Yes	
	(3) the charter of the committee;	Yes	
	(4) members of the committee; and	Yes	
	(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	Yes	
	(b) if it does not have a nomination committee, disclose that fact and the processes it	N/A	

No.	ASX Recommendation	Comply	Explanation														
	employees 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.																
2.2	The Company should have and disclose a Board skills matrix and diversity that the Board currently has or is looking to achieve.	Yes	The Company has developed a Board Skills Matrix to ensure that it has a mix of skills, experience and diversity appropriate to enable the Board to discharge its functions. The Board has the following mix of skills and experience, at the date of this statement: <table><tr><th>Skill and experience</th><th>Number of Directors</th></tr><tr><td>Industry knowledge</td><td>3</td></tr><tr><td>Financial markets experience</td><td>3</td></tr><tr><td>Financial acumen</td><td>2</td></tr><tr><td>Experience as a director of other ASX-listed entities</td><td>3</td></tr><tr><td>Held CEO or similar position in a similar organisation</td><td>4</td></tr><tr><td>Risk management experience</td><td>4</td></tr></table>	Skill and experience	Number of Directors	Industry knowledge	3	Financial markets experience	3	Financial acumen	2	Experience as a director of other ASX-listed entities	3	Held CEO or similar position in a similar organisation	4	Risk management experience	4
Skill and experience	Number of Directors																
Industry knowledge	3																
Financial markets experience	3																
Financial acumen	2																
Experience as a director of other ASX-listed entities	3																
Held CEO or similar position in a similar organisation	4																
Risk management experience	4																
2.3	A listed entity should disclose: (a) the names of directors considered to be independent directors;	Yes	The names of independent directors and their length of service will be disclosed in the Annual Report. The Board has assessed the independence of directors against the criteria set out in the ASX Corporate Governance Principles and Recommendations. The Board has reviewed the position and associates of each of Directors in office and has														

No.	ASX Recommendation	Comply	Explanation
	(b) if a director has an interest, position, association or relationship as described in Box 2.3 of guidance to Principle 2, 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 question and an explanation of why the board is of that opinion; and	Yes	determined that all Non-Executive Directors are independent. Mr Bin Guo is not considered independent due to his executive chairman role in the Company and because he is a director of a significant shareholder of the Company and is an eligible beneficiary of a trust that owns the shareholder entity.
	(c) the length of service of each director.	Yes	
2.4	A majority of the Board should be independent directors.	Yes	The Board has considered the guidance to Principle 2: <i>Structure the Board to be Effective and Add Value</i> within the ASX Recommendations and in particular, Box 2.3, which contains a list of “relationships affecting independent status.” The Board comprises of three Non-Executive Directors, and the Executive Chairman: (a) Dr Bin Guo, Executive Chairman; (b) Mr Simon Kidston, Independent Non-Executive Director; (c) Dr Jason Berton, Independent Non-Executive Director; and (d) Mr Su (George) Su, Independent Non-Executive Director. The Board considers Mr Simon Kidston, Dr Jason Berton and Mr Su (George) Su to be independent directors. The Board considers that each Non-Executive Director is free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence, the independent exercise of the Director's judgement and that each of them are able to fulfil the role of independent Director for the purpose of the ASX Recommendation.

No.	ASX Recommendation	Comply	Explanation
2.5	The chair of the Board should be an independent director and should not be the same person as the CEO.	No	The Company has determined that Dr Bin Guo will be appointed as the Executive Chairman, which does not comply with the Recommendations.
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.	Yes	New directors will be provided with an induction programme to assist them in becoming familiar with the Company, its managers and its business following their appointment. Directors may, with the approval of the Chairman, undertake appropriate professional development opportunities (at the expense of the Company) to maintain their skills and knowledge needed to perform their role.
3. Instil a culture of acting lawfully, ethically and responsibly			

No.	ASX Recommendation	Comply	Explanation
3.1	A listed entity should articulate and disclose its values.	Yes	The Company has outlined its values in its Code of Conduct, available on the Company's website.
3.2	A listed entity should: (a) have and disclose a conduct of conduct for its directors, senior executives and employees; and	Yes	The Company has adopted a formal Code of Conduct, which can be accessed at the Company's website. The Code of Conduct requires any breach of the code to be reported to the Company.
	(b) ensure that the Board, or a committee of the Board, is informed of any material breaches of the code.	Yes	
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and	Yes	The Company has adopted a Whistleblower Policy, which can be accessed at the Company's website. The Whistleblower Policy encourages the reporting of any suspected fraud or corrupt conduct or any other form of inappropriate behaviour (reportable conduct). While this would generally be through the normal channels of line management, there may be times where an employee or contractor believes it is inappropriate or difficult for matters to be reported through these channels. In these cases, it is important that employees or contractors have another avenue through which to express their concerns in order to protect their identity.
	(b) ensure that the Board, or a committee of the Board, is informed of any material incidents reported under that policy.	Yes	

No.	ASX Recommendation	Comply	Explanation
3.4	A listed entity should: (a) have and disclose an Anti-Bribery and Corruption Policy; and	Yes	In accordance with the ASX guidance to Recommendation 3.4, the Company's Code of Conduct contains the Company's Anti-Bribery and Corruption Policy. All directors and employees will receive general anti-bribery and corruption awareness training annually. This training may be facilitated either on-line or face-to-face. Non completion of anti-bribery and corruption training will be escalated and may result in disciplinary action.
	(b) ensure that the Board, or a committee of the Board, is informed of any material breaches of the policy.	Yes	If any employee, irrespective of the position they hold, becomes aware of conduct which breaches or is suspected to have breached the Code of Conduct, they must immediately report the conduct to the Company.
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	Yes	The Board has established an Audit and Risk Committee consisting of a minimum of three non-executive directors, a majority of whom are independent. The Committee assists the Board in ensuring the integrity of the Company's financial reporting, effectiveness of the Company's systems of financial risk management and internal control and monitoring the Company's external audit functions. The Audit and Risk Committee is comprised of the following members: (a) Mr Su (George) Su (Chair); (b) Dr Jason Berton; and (c) Mr Simon Kidston. A copy of the Audit and Risk Committee Charter can be accessed at the Company's website. The Company considers that all of members of the Audit and Risk Committee are independent.

No.	ASX Recommendation	Comply	Explanation
			The relevant qualifications and experience of the members of the Committee are disclosed in the Company's Prospectus and will be disclosed in the Company's Annual Report.
	(2) is chaired by an independent director, who is not a chair of the board, And disclose,	Yes	Details of attendance at Committee meetings and the number of meetings held during the period will be disclosed in the Company's Annual Report.
	(3) the charter of the committee;	Yes	
	(4) the relevant qualifications and experience of the members of the committee; and	Yes	
	(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	Yes	
	(b) if it does not have an audit committee, disclose that fact and the processes it employees 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.	N/A	

No.	ASX Recommendation	Comply	Explanation
4.2	Before approving the financial statements for a financial period, the Board should receive from the Chief Executive Officer and the Chief Financial Officer a declaration that, in their opinion, the financial records have been properly maintained and that the financial statements comply with appropriate accounting standards and give a true and fair view of the financial position and performance of the company and that the opinion has been formed on the basis a sound system of risk management and internal control which is operating effectively.	Yes	In accordance with section 295A of the Corporations Act, before approving the annual financial statements, the Board will receive appropriate declarations from the Executive Chairman and Chief Financial Officer that, in their opinion, the financial records have been properly maintained, comply with the relevant standards, and give a true and fair view of the financial position and 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.
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	In respect of any corporate report that is not audited or reviewed by an external auditor, prior to its release, the Company will verify that information and will disclose the process undertaken to verify the integrity of the report.

No.	ASX Recommendation	Comply	Explanation
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.	Yes	The Company has adopted a Continuous Disclosure Policy to promote awareness within the Company of its continuous disclosure obligations and to provide timely and accurate information to keep the market fully informed of any matters which may have a material effect in the price or value of the Company's securities in accordance with its obligations under the <i>Corporations Act 2001</i> (Cth) and the ASX Listing Rules. The policy also sets out procedures for dealing with external communications that seek to ensure, among other things, that market sensitive information is first disclosed to ASX before being communicated to third parties. A copy of the Company's Continuous Disclosure Policy is available on the Company's website.
5.2	A listed entity should ensure that the Board receives copies of all material market announcements promptly after they have been made.	Yes	The Company's Continuous Disclosure Policy governs the release of information to the market, including the requirement for board approval. All Directors will receive material announcements promptly after they are made.
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 Announcement Platform ahead of the presentation.	Yes	Under the Company's Continuous Disclosure Policy, the Company will provide ASX with a copy of all new and substantive investor or analyst presentation materials ahead of the presentation.

No.	ASX Recommendation	Comply	Explanation
6. Respect the rights of security holders			
6.1	Provide information about itself and its governance to investors via its website.	Yes	The Company's website contains information which is relevant to stakeholders including: corporate governance policies and codes; its statement of values; media and market announcements; and presentations to shareholders and institutional investors. The Company will regularly update the website and contents therein as deemed necessary.
6.2	Establish an investor relations program to facilitate effective two-way communication with investors.	Yes	The Company will have in place an investor relations program to facilitate effective two-way communication with investors. The program includes scheduled and ad hoc interactions with institutional investors, analysts and financial media. Views expressed by investors and others are communicated to management and, as appropriate, the Board through this program.
6.3	Disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	The Company has adopted a Communications Policy whereby information will be communicated to shareholders through a range of forums and publications including: • AGM and other general meetings; • Investor presentations and other public presentations; • Media and market announcements; • ASX announcements, including annual and half year financial results; and • the Company's website.

No.	ASX Recommendation	Comply	Explanation
6.4	All substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Company conducts voting on all substantive resolutions by way of a poll.
6.5	Security holders should have the option to receive communications from, and send communications to, the company and its security registry electronically.	Yes	Technology has allowed the Company to more effectively communicate with its stakeholders. Accordingly, the Company has put in place arrangements such that: - shareholders can elect to receive communications from, and send communications to, us and the Company's share registry electronically; - the Company's email system allows team members and stakeholders to communicate simply and easily with management and our wider team; and - shareholders can elect to receive the Company's Annual Report electronically or in hard copy through the mail.
7. Recognise and manage risk			
7.1	The Board should: (a) have a committee(s) to oversee risk, each of which:	Yes	The Board has established the Audit and Risk Committee which is responsible for overseeing the establishment of the Company's risk management framework and monitoring the effectiveness of the systems of risk management, operational risk policies, procedures and systems internal controls. The Audit and Risk Committee is comprised of the following members: (a) Dr Jason Berton (b) Mr Simon Kidston; and (c) Mr Su (George) Su (Chair). The Company considers all three members to be independent. A copy of the Audit and Risk Committee Charter is available on the Company's website.
	(1) have at least three members, a majority of whom are independent directors; and	Yes	
	(2) is chaired by an independent director, And disclose,	Yes	

No.	ASX Recommendation	Comply	Explanation
	(3) the charter of the committee; and	Yes	The number of Audit and Risk Committee meetings held during the period will be disclosed in the Company's Annual Report.
	(4) the members of the committee; and	Yes	
	(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	Yes	
	(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.	N/A	
7.2	The Board or a committee of the Board should: (a) review the 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	Yes	In accordance with the Company's Board Charter, the Board is responsible for overseeing the establishment of systems of risk management by approving risk management policies, operational risk policies and procedures and systems of internal controls, and monitoring the effectiveness of the systems of risk management, operational risk policies and procedures and systems internal controls. The role of the Audit and Risk Committee includes supporting the Board with approving and monitoring a risk management framework that is consistent with the approved risk appetite.

No.	ASX Recommendation	Comply	Explanation
	(b) disclose, in relation to each reporting period, whether such a review has taken place.	Yes	
7.3	Disclose whether or not the Company has an internal audit function and if not, the processes employed for evaluating and continually improving effectiveness of its risk management and internal control.	Yes	The Company does not currently have an internal audit function given its size and stage of its business. However, as set out in the Audit and Risk Committee Charter, the Audit and Risk Committee has responsibility to ensure that the Company has an adequate and effective system of internal audit or control and a system to identify and manage business risks, and a review of internal audit or control systems and the operational effectiveness of the policies and procedures related to risk and internal audit or control .
7.4	The Company should disclose whether it has any material exposure to environmental and social risks and if it does, how it manages or intends to manage those risks.	Yes	The Audit and Risk Committee has responsibility to ensure there's a process to identify and manage any material exposure to economic, environmental and social sustainability risks. Any material exposure to risk will be announced to the market, and will be disclosed in the Annual Report, in accordance with the requirements of the ASX Listing Rules or otherwise.
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	Yes	The Company has established a Remuneration and Nominations Committee which meets these criteria. The Company has established a Remuneration and Nominations Committee, which consists of at least three members, the majority of whom are independent, including the chair of the Committee. A copy of the Remuneration and Nominations Committee Charter is available on the Company's website. The Remuneration and Nominations Committee is comprised of the following

No.	ASX Recommendation	Comply	Explanation
	(2) is chaired by an independent director, and disclose	Yes	members: (d) Mr Simon Kidston (Chair); (e) Dr Jason Berton; and (f) Mr Su (George) Su. The Company considers that all of members of the Remuneration and Nominations Committee are independent. Details of attendance at Committee meetings and the number of meetings held during the period will be disclosed in the Company's Annual Report.
	(3) the charter of the committee; (4) the members of the committee; and	Yes	
	(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	Yes	
	(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.	Yes	
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of Non-Executive Directors and that of Executive Directors and senior executives.	Yes	The remuneration of the non-executive Directors and executive Directors is set out in the Company's Annual Reports. The remuneration arrangements for Non-Executive Directors, Executive Directors and senior management will be reviewed and approved by the Remuneration and Nominations Committees on an annual basis.

No.	ASX Recommendation	Comply	Explanation
8.3	A listed entity which has an equity-based remuneration scheme should:	Yes	The Company has a Securities Trading Policy which prohibits directors, officers, and employees from entering into transactions or arrangements which limit the economic risk of their security holding in the Company. The Securities Trading Policy can be accessed on the Company's website.
	(a) have a policy on whether participants are permitted to enter into transactions which limit the economic risk of participating in the scheme and;		
	(b) disclose the policy or a summary of the policy.	Yes	