

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Neometals Ltd

ABN/ARBN

89 099 116 631

Financial year ended:

30 June 2023

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://www.neometals.com.au/corporate-governance-statement/>

The Corporate Governance Statement is accurate and up to date as at 29 September 2023 and has been approved by the board.

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

Date: 29 September 2023

Name of authorised officer authorising lodgement: Jason Carone, Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: https://www.neometals.com.au/wp-content/uploads/2022/02/NMT-Corporate-Governance-Charter-16.02.22.pdf	☐ 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://www.neometals.com.au/investors/policies/ and we have disclosed the information referred to in paragraph (c) at: https://www.neometals.com.au/corporate-governance-statement/	☐ 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://www.neometals.com.au/investors/policies/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://www.neometals.com.au/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

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1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: https://www.neometals.com.au/investors/policies/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://www.neometals.com.au/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

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	☒ For the whole of the year the company complied with 2.1(a) and we have disclosed a copy of the charter of the committee at: https://www.neometals.com.au/corporate-governance-statement/ and the information referred to in paragraphs (4) and (5) at: Directors' Report in the Annual Report. https://www.neometals.com.au/investors/annual-reports/	☐ 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://www.neometals.com.au/corporate-governance-statement/	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: the Company's annual report https://www.neometals.com.au/investors/annual-reports and, where applicable, the information referred to in paragraph (b) at: not applicable and the length of service of each director at: the Company's annual report and Corporate Governance Statement https://www.neometals.com.au/corporate-governance-statement/	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <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
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ 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 <u>OR</u> ☐ 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 <u>OR</u> ☐ 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: Corporate-Governance-Charter - B.3. Group Code of Conduct / Values https://www.neometals.com.au/wp-content/uploads/2022/02/NMT-Corporate-Governance-Charter-16.02.22.pdf	☐ 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: Corporate-Governance-Charter - B.2. Board Members' and Executives' Code of Conduct / Values https://www.neometals.com.au/wp-content/uploads/2022/02/NMT-Corporate-Governance-Charter-16.02.22.pdf	☐ 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: Corporate-Governance-Charter - B.14. Whistleblower Policy https://www.neometals.com.au/wp-content/uploads/2022/02/NMT-Corporate-Governance-Charter-16.02.22.pdf	☐ set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <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
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: Corporate-Governance-Charter - B.15. Bribery and Corruption Policy https://www.neometals.com.au/wp-content/uploads/2022/02/NMT-Corporate-Governance-Charter-16.02.22.pdf	☐ set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ and we have disclosed a copy of the charter of the committee at: https://www.neometals.com.au/wp-content/uploads/2022/02/NMT-Corporate-Governance-Charter-16.02.22.pdf and the information referred to in paragraphs (4) and (5) at: For details of the number of meetings of the Audit Committee held during the year, the attendees at those meetings, and details of the experience and qualifications of each Committee Member please refer to the relevant section of the Directors' Report in the FY23 Annual Report	☐ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	☐ set out in our Corporate Governance Statement

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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: Corporate-Governance-Charter - B.7. Continuous Disclosure / Release of Price Sensitive Information https://www.neometals.com.au/wp-content/uploads/2022/02/NMT-Corporate-Governance-Charter-16.02.22.pdf	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://www.neometals.com.au/corporate-governance-statement/	☐ 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: Corporate-Governance-Charter - B.11. Policy concerning communications with shareholders, security holders and other stakeholders https://www.neometals.com.au/wp-content/uploads/2022/02/NMT-Corporate-Governance-Charter-16.02.22.pdf	☐ set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ and we have disclosed a copy of the charter of the committee at: https://www.neometals.com.au/wp-content/uploads/2022/02/NMT-Corporate-Governance-Charter-16.02.22.pdf and the information referred to in paragraphs (4) and (5) at: For details of the number of meetings of the Risk & Sustainability Committee held during the year, the attendees at those meetings, and details of the experience and qualifications of each Committee Member please refer to the relevant section of the Directors' Report in the FY23 Annual Report	☐ 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://www.neometals.com.au/corporate-governance-statement/	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ and we have disclosed how our internal audit function is structured and what role it performs at: https://www.neometals.com.au/corporate-governance-statement/	☐ set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: Directors' Report in the Annual Report. https://www.neometals.com.au/investors/annual-reports/	☐ set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ and we have disclosed a copy of the charter of the committee at: https://www.neometals.com.au/wp-content/uploads/2022/02/NMT-Corporate-Governance-Charter-16.02.22.pdf and the information referred to in paragraphs (4) and (5) at: For details of the number of meetings of the Remuneration Committee held during the year, the attendees at those meetings, and details of the experience and qualifications of each Committee Member please refer to the relevant section of the Directors' Report in the FY23 Annual Report	☐ 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://www.neometals.com.au/wp-content/uploads/2022/02/NMT-Corporate-Governance-Charter-16.02.22.pdf and in the Remuneration report section of the Annual Report: https://www.neometals.com.au/investors/annual-reports	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: www.neometals.com.au/reports/corporate-governance-statement.pdf	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
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 <u>OR</u> ☐ we do not have a director in this position and this recommendation is therefore not applicable <u>OR</u> ☐ 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 <u>OR</u> ☐ we are established in Australia and this recommendation is therefore not applicable <u>OR</u> ☐ 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 <u>OR</u> ☐ 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

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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
-	<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: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement



Neometals

Governance at Neometals



2023 Corporate Governance Statement

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WE ARE NEOMETALS

Our purpose

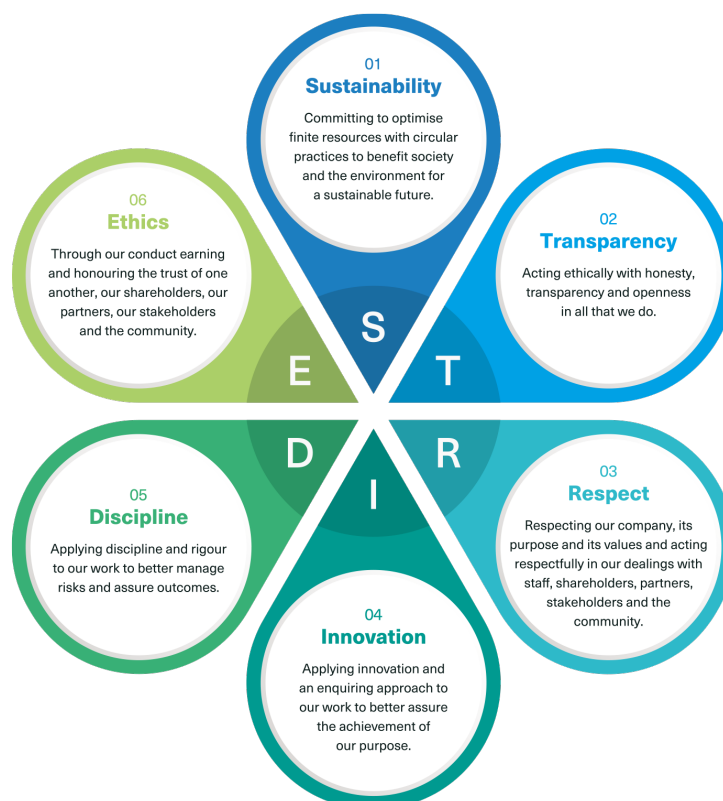
Our purpose is to benefit our shareholders and our communities through sustainable production of battery materials.

Who we are

Neometals Ltd (**Neometals** or the **Company**) has developed and is commercialising three environmentally-friendly processing technologies that produce critical and strategic battery materials at lowest quartile costs with minimal carbon footprint. Through strong industry partnerships, Neometals is demonstrating the economic and environmental benefits of sustainably producing lithium, nickel, cobalt and vanadium from lithium-ion battery recycling and steel waste recovery. This reduces the reliance on traditional mine-based supply chains and creating more resilient, circular supply chains to support the energy transition.

Our Values

Neometals has six core values that underpin all the Company's activities and are reflected in the acronym '**STRIDE**':



ABOUT THIS REPORT

We are committed to implementing high standards of corporate governance, ethics, accountability and transparency.

The Board believes that growing our business sustainably, where it makes sense, and with strong governance practices, means we can add value for everyone, our shareholders, our people, and our communities.

The Board has implemented and operates in accordance with a set of corporate governance principles, which the Board sees as fundamental to the Company's continued growth and achievement of its corporate ambition and strategy. The Board continues to review the Company's corporate governance framework and practices to ensure it meets the interests of shareholders.

This Corporate Governance Statement outlines the key aspects of the Company's corporate governance framework that has been established by the Board and its compliance with ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition) (**ASX Principles**) for the period 1 July 2022 to 30 June 2023 (**FY23**).

This Corporate Governance Statement should be read in conjunction with the Company's 2023 Annual Report and 2023 Sustainability Report. The Board has approved this Corporate Governance Statement on 22 September 2023.

Further information about the Company's corporate governance practices and copies of key governance documents referred to in this document are available on the Company's website at: www.neometals.com.au/investors/corporate-governance

1. OUR APPROACH TO GOVERNANCE

The Board of the Company (**Board**) is committed to achieving the ASX Principles of corporate governance and business conduct, and fostering a culture, which values integrity, ethical behaviour, compliance, accountability, transparency, and respect for all stakeholders.

The Board continues to build on its governance foundation to continually improve and ensure it complies with current regulations, market practices, and stakeholder expectations.

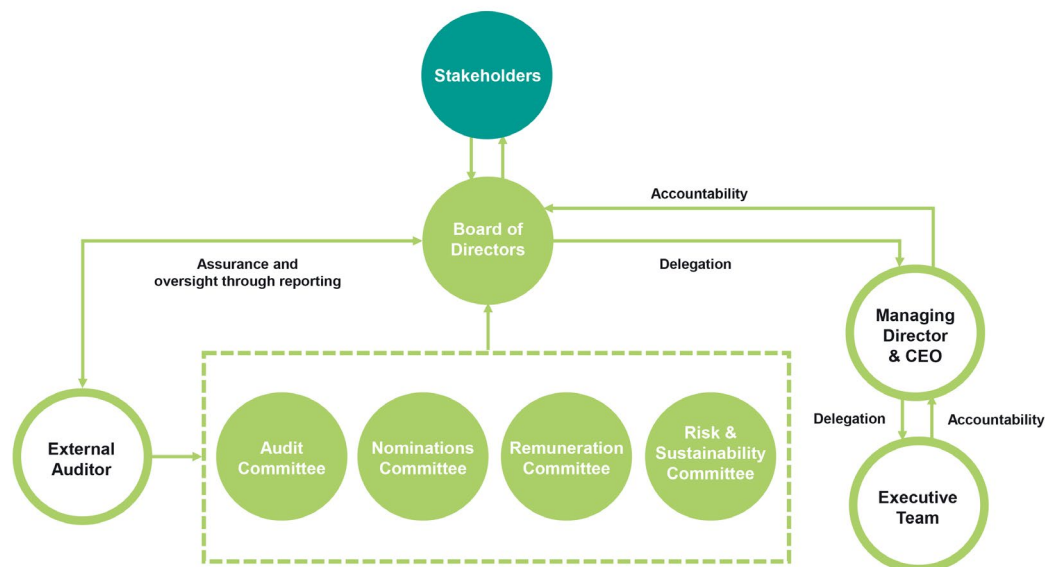
The Company's corporate governance framework plays a critical role in helping the Board and the business deliver on its strategy and objectives. It provides the structure through which business objectives are set, performance is monitored, and risks are managed.

The Company's corporate governance framework and practices are aligned with ASX Principles.

ASX Principles	Sections
Principle 1 Lay solid foundations for management and oversight	2, 5
Principle 2 Structure the Board to be effective and add value	2, 3
Principle 3 Instil a culture of acting lawfully, ethically and responsibly	5
Principle 4 Safeguard the integrity of corporate reports	3, 4
Principle 5 Make timely and balanced disclosure	7
Principle 6 Respect the rights of security holders	7
Principle 7 Recognise and manage risk	6
Principle 8 Remunerate fairly and responsibly	2, 3, 5

2. OPERATION OF THE BOARD

The Company's corporate governance framework is illustrated below:



2.1 The Role of The Board

The Board is accountable to shareholders for the overall strategy, governance, and performance of the Company.

The Board has a Corporate Governance Charter that sets out its authority, responsibilities and membership, and the arrangements by which it operates. The charter also describes those matters expressly reserved for the Board and those matters delegated to management.

The Board's primary role is to demonstrate leadership and provide overall strategic guidance for the Company and effective oversight of management in implementing the Company's strategic objectives and installing a culture that supports the Company's purpose and values. The Board meets regularly to review the Company's performance and progress against its strategy.

The Board strives to deliver sustainable value to its shareholders while taking into account the interests of other stakeholders. The Board recognises its responsibility to act honestly, fairly, diligently and in accordance with the law and instil these values throughout the organisation.

The Board has established a delegation of authority outlining the matters reserved to the Board and those delegated to the executives and management.

Details of the number of Board meetings held during the reporting period and attendance by directors are set out in the Directors' Report in the Company's FY23 Annual Report.



The **Corporate Governance Charter** is available on the Company's website.

2.2 Board Structure and Composition

The Board is structured to comprise of individuals with appropriate skills, knowledge, experience, and diversity to develop and support the Company's long-term strategy and enable it to discharge its responsibilities and add value, including facilitating effective discussion and efficient decision-making. The Board determines its size and composition, subject to the Constitution of the Company.

The Board currently has six directors, comprising five independent Non-Executive Directors and one Managing Director.

Each director, and their length of service, are listed in the table below. Details of each director's appointment, qualifications, experience, and special responsibilities are set out in Company's FY23 Annual Report.

Non-Executive Directors	Independent	Length of Service
Steven Cole	Independent Chairperson	15 years and 2 months
Dr Natalia Streltsova	Independent	7 years and 5 months
Douglas Ritchie	Independent	7 years and 5 months
Dr Jennifer Purdie	Independent	5 years and 0 months
Les Guthrie	Independent	5 years and 0 months
Managing Director & CEO		
Christopher Reed	-	21 years and 9 months

Additional details on the Board's skills are set out in section 2.7.

2.3 Director Independence

The Company recognises that having independent directors helps to ensure that the decisions of the Board reflect the best interests of the Company and its shareholders generally and that those decisions are not biased towards the interests of management or any other group.

In determining whether a director is independent, the Board considers whether the director is free of interests that could (or could be perceived to) materially interfere with the independent exercise of that director's judgement and their capacity to act in the best interests of the Company and its shareholders generally. The Board takes a qualitative approach to assessing materiality and independence on a case-by-case basis by reference to each director's individual circumstances rather than applying strict quantitative thresholds.

The Board assesses the independence of new directors upon appointment and regularly assesses the independence of each Non-Executive Director. Each director is required to provide the Board with all relevant information to enable it to make this assessment.

The Board has reviewed the independence of each Non-Executive Director in accordance with the ASX Principles. All Non-Executives Directors are considered to be independent.

The Managing Director and Chief Executive, Mr Christopher Reed, is not independent as he is an executive of the Company.

2.4 The Role of the Chairperson

The directors have elected Mr Steven Cole as Chair of the Board. Mr Cole was appointed to the Board on 24 July 2008 and became the Chairperson on 30 November 2016.

The Chairperson is independent and a Non-Executive Director.

The role of the Chairperson includes leading the Board, facilitating and encouraging constructive Board discussion, monitoring the performance of the Board, its committees, and individual directors, representing the Board to shareholders, and maintaining a regular dialogue and mentoring relationship with the Chief Executive Officer and other group executives.

Mr Cole's qualifications and experience are set out in the Directors' Report in the Company's FY23 Annual Report.

2.5 The Role of the Managing Director & CEO and the Group Executive Team

The Board delegates management of the Company's affairs and implementation of the corporate strategy and policy initiatives to the Company's Managing Director and Chief Executive Officer (CEO), Mr Christopher Reed.

Mr Reed commenced in the role of Managing Director and CEO on 20 December 2001. Mr Reed's qualifications and experience are set out in the Directors' Report in the Company's FY23 Annual Report.

The Managing Director & CEO is responsible for the day-to-day management of the Company. All actions of the Managing Director & CEO are guided by the Company's purpose and strategic objectives, as approved by the Board.

The Managing Director & CEO is supported in this function by delegating authority to the appropriate executives for specific activities and transactions. A formal delegation of authority governs these powers and authority, which is approved by the Board and reviewed as required.

The Managing Director & CEO and other group executives, working under the supervision of the Managing Director & CEO, are responsible for executing strategic objectives in a way that is consistent with the Company's values, commitments, code of conduct and the risk appetite set by the Board. Whilst each group executive leads a specific part of the business, they work as a collective to achieve the long-term strategy and purpose of the Company.

The Managing Director & CEO and group executives are responsible for providing the Board and Board Committees with accurate, timely and clear information on the group's operations. This includes information on compliance with material legal and regulatory requirements and any conduct, which is materially inconsistent with the Company's policies and code of conduct.

Meetings between the Managing Director & CEO, group executives, and directors are encouraged and assist the directors and the Board to carry out its duties and strengthen the working relationship and organisational culture.

2.6 Composition, Selection and Appointment

The Board has established a Nominations Committee to periodically review Board composition and succession matters. This includes responsibility for reviewing and making recommendations to the Board regarding Board size and composition and identifying individuals believed to be qualified to become Board members and recommending such candidates to the Board.

In assessing potential candidates and in undertaking reviews of the size and composition of the Board, the Nominations Committee considers the guiding principle that the Board's composition should reflect an appropriate mix having regard to such matters as:

- skills and experience across the key areas identified in the Board's Skills Matrix (section 2.7);
- directors' tenure; and
- diversity and inclusion.

Before the Board appoints a new director or puts forward a candidate for election, the Nominations Committee undertakes appropriate checks, including but not limited to reviewing the person's character, experience, education, criminal record, and bankruptcy history. Existing directors conduct interviews with the potential candidates to ensure there is an appropriate fit for the Company's strategic direction.

2.7 Board Skills and Experience

The Board is committed to ensuring that the composition of the Board continues to include directors who bring an appropriate mix of skill, experience, and expertise to Board decision-making. The Board also aims to retain a balance between directors with experience and knowledge of the Company's business and history and new directors who bring an external perspective and different insights.

The Board has an objective of maintaining at least 30% female membership of the Board, which has been achieved since 2018.

The Board considers that all directors on the Board have the combined depth and breadth of skills, diversity, experience, to carry out their responsibilities in a publicly listed global mining company and oversee the Company's strategy and effective governance.

The Board has created a Board Skills Matrix, capturing the key skills and other attributes of Board members, which it believes are needed for robust decision-making and the effective governance of the Company.

The Board considers the Board Skills Matrix to guide its assessment of the skills and experience of new and existing directors and identify any gaps in the Board's collective expertise for the purpose of Board succession planning.

The principal relevant mix of skills, experience, and diversity of the Company's current board includes:

- mining exploration / development/ metallurgy
- finance / accounting / legal / governance
- senior executive management
- strategy / risk
- corporate / merger and acquisition / capital markets
- relevant business networks

The additional skills mix that the Board is seeking to achieve, at an appropriate time, in the context of the Board's future succession planning includes:

- IP/technology project management
- minerals production / processing
- commercial operational experience

In addition, the Board is mindful of keeping an eye on contingencies and the skills required in the future.

To the extent that any skills are not directly represented on the Board, they are realised through management and external advisors.



For details of the respective Directors' experience and qualifications please refer to the **Directors' Report** in the FY23 Annual Report.

2.8 Director Retirement, Re-Election, and Tenure

Any director who has been appointed during the year must stand for election at the Company's next annual general meeting.

In addition, a director must retire from office at the third annual general meeting after the director was elected or last re-elected. If no director is due for re-election or election, then at least one director (excluding the Managing Director) must retire at the Company's next annual general meeting and may stand for re-election.

The Board's recommendation regarding the re-election of an existing director is not automatic and is contingent on their past performance, contribution to the Company, and the current and future needs of the Board and the Company.

Shareholders are provided with all material information in the Company's possession relevant to their decision as to whether to elect or re-elect a director.

2.9 Remuneration of Directors and Executives

The Board has adopted a remuneration structure that aims to attract, retain, and encourage Non-Executive Directors, the Managing Director & CEO, the Chief Financial Officer (**CFO**), and certain other group executives.

Non-Executive Directors' fees are reviewed by the Board and are set within the aggregate fee pool approved by shareholders. To maintain their independence and impartiality, the fees paid to Non-Executive Directors are not linked to the performance of the Company.

The executive remuneration structure is designed to attract, reward, and retain, team orientated and high performing individuals capable of delivering the Company's strategy.

The remuneration principles and decision-making procedures regarding remuneration arrangements are aligned with the Company's long-term strategy.

Shareholders are invited to consider and adopt the Remuneration Report at the Company's each annual general meeting.



Details on the Company's remuneration policies, practices, performance reviews and outcomes, and the remuneration paid to the directors and executives are set out in the **Remuneration Report** in the Company's FY23 Annual Report.



The **Remuneration Policy** is available on the Company's website.

2.10 Performance Reviews

Board Performance

The Nominations Committee is responsible for developing and overseeing the performance evaluation process for the Board, its committees, and individual directors.

The Board has adopted a Board evaluation process that includes a review of the Board's effectiveness, committees, and individual directors.

The annual Board evaluation process may include:

- responding to a comprehensive questionnaire on the Board's operation, stewardship, and the effectiveness of its governance practices;
- one-on-one interviews with directors on their performance and the effectiveness of the Board and (as appropriate) each of its committees;
- peer reviews on each director's value-added contributions to the Board or its committees; and
- feedback from group executives on issues relevant to the performance evaluation.

The Board's annual evaluation can be facilitated internally or externally. If done externally, the Board receives independent information on its overall effectiveness and opportunities for improvement. Each director also receives individual feedback on their strengths and opportunities to make enhanced contributions, including ongoing professional development.

During the 2022 reporting period an externally facilitated Board evaluation was conducted to assess the Board's overall effectiveness, its committees and each individual Non-Executive Director's performance. The review identified areas of strengths and recommendations for improvement. This was followed by a discussion between the Chair and with each Non-Executive Director to provide individual feedback from the evaluation.

In 2023 a review process took place internally and informally with a number of discussions between the Chair and each Non-Executive Director on matters touching upon board performance and role generally, and with respect to Board skills and succession planning initiatives.

Managing Director/CEO and Other Executives Performance

The Managing Director & CEO and other group executives have a written agreement with the Company setting out their employment terms, including remuneration and performance requirements.

The Board is responsible for monitoring management's performance and implementation of the Company's strategy, including conducting an annual performance review of the Managing Director & CEO.

The performance of the Managing Director & CEO and other group executives is formally assessed each year under the Company's performance appraisal system and reviewed by the Nominations Committee, the Remuneration Committee and the Board.

During the reporting period, a formal performance review was undertaken with the Managing Director & CEO and other senior executives. In addition, the Chair meets regularly with

the Managing Director & CEO to discuss matters relating to his performance.

2.11 Other Information

Conflicts of Interest

Directors are required to disclose all interests that may conflict with their duties.

The Company's Corporate Governance Charter includes a conflicts of interest protocol. Pursuant to this protocol, a director may, at any time, declare a conflict of interest in relation to a matter by notification to the Board and the Company Secretary in writing.

If a director has a material personal interest in a matter being considered by the Board, they must not be present for the consideration of that matter or vote on the matter and will not receive any information which relates to that matter.

Directors Right to Independent Advice

To help directors fulfil their responsibilities, each director has the right, with the prior approval of the Chairperson, to seek independent professional advice, at the Company's expense, about his or her responsibilities.

In addition, the Board and each Board Committee may, at the Company's expense, and with the prior approval of the Chairperson, obtain any independent professional advice it requires to assist in its work.

Appointment Documentation

Upon appointment, each new director receives a letter of appointment, which sets out the formal terms of their appointment. Directors also receive a deed of indemnity, insurance, and access.

Induction for New Directors

New directors are provided with an induction that includes meeting with the Board Chairperson, the Managing Director & CEO, the CFO, and other group executives to gain valuable insights into relevant operational and corporate matters. This is followed up by additional meetings or information that the new director may request.

The director's induction program typically includes:

- briefings from the Managing Director & CEO and other members of the group executive, on the business operations, information about the industry, and an analysis of the markets in which the Company operates, and details of main customers, suppliers and competitors.
- opportunities to engage with our other directors and the company secretary;
- opportunities to attend external training on matters relevant to the Company's legal, regulatory and governance environment, or specific financial matters;

- meeting with the external auditor without members of management present; and
- site visits to main sites and operational facilities.

Continuing Education for Directors and Executives

All directors are expected to maintain the knowledge and skills required to discharge their obligations to the Company.

The Board and the Executives from time to time have briefings on relevant aspects of the Company's operations and their roles as officers of the Company.

Business site visits by Board and Executives

To ensure that directors and executives have an understanding of the Company's operations, from time to time they visit the Company's operations and meet with local management. This gives them deeper insight into the material risks and an opportunity and insights into the workforce culture and the communities where the Company operates.

During the reporting period, several directors and executives visited the Company's business sites at Hilchenbach Germany, Pori Finland and Estarreja Portugal. As the Company's projects mature, broader director visits to the Company's offshore operating sites are planned for the future.

The Board is committed to staying connected with the operations through operational overviews via video conference and participating in virtual site visits which are also planned for the future.

2.12 The Role of Company Secretary

The Board is responsible for the appointment of the Company Secretary. The Board has appointed Mr Jason Carone as Company Secretary with Ms Rachel Rees holding office as Joint Company Secretary from 9 May 2022 to 9 September 2022 to assist while Mr Carone was on long service leave.

The Company Secretary is directly accountable to the Board, through the Chairperson, on all matters regarding the proper functioning of the Board and its Committees.

The profile, qualifications and experience of the current Company Secretary is set out in the Directors' Report in the Company's FY23 Annual Report.

3. BOARD COMMITTEES

3.1 Board Committee Structure

The Board has established four standing Committees to assist in the discharge of its responsibilities:

- Audit Committee
- Risk and Sustainability Committee
- Remuneration Committee
- Nominations Committee

Periodically, the Board will review the composition of each Board Committee. As and when required, the Board may establish special purpose sub-committees to give detailed consideration to specific matters or projects.

An overview of the members, composition and responsibilities of each standing Board Committee is set out below:

Members		Composition	Key Responsibilities
Audit Committee			
Douglas Ritchie (Chair)	✓	At least three members	To oversee and act as a recommending, monitoring and review forum of the Board in connection with: (a) the Group's financial position, performance and reporting integrity (b) internal and external audit functions of the Group (c) insurance matters.
Steven Cole	✓	Only Independent Non-Executive Directors	
Dr Natalia Streltsova	✓	An independent Chair, who is not Chair of the Board	
Dr Jennifer Purdie			
Risk and Sustainability Committee			
Dr Natalia Streltsova (Chair)	✓	At least three members	To oversee, and act as a recommending, monitoring and review forum of the Board with respect to the following: (a) risk identification, management and mitigation (including scope of insurance cover) (b) non-financial internal controls (c) sustainability governance, policies and practices including (but not limited to) health and safety, environment, and communities.
Steven Cole	✓	Only Independent Non-Executive Directors	
Douglas Ritchie	✓	An independent Chair, who is not Chair of the Board	
Les Guthrie			
Remuneration Committee			
Steven Cole (Chair)	✓	At least three members	To oversee and act as a recommending, monitoring and review forum of the Board in connection with: (a) Board member remuneration (b) Managing Director & CEO and senior executive remuneration.
Dr Natalia Streltsova	✓	Only Independent Non-Executive Directors	
Les Guthrie			
Nominations Committee			
Steven Cole (Chair)	✓	At least three members	To oversee and act as a recommending, monitoring and review forum of the Board in connection with: (a) Board member, Chair, Board Committee, Board Committee chairs and CEO identification, succession planning, evaluation/review, induction and professional development (b) diversity policy.
Douglas Ritchie	✓	Only Independent Non-Executive Directors	
Dr Jennifer Purdie			

3.2 Committee Membership and Responsibilities

Each of the Board Committees:

- is comprised of only Non-Executive Directors and has at least three members;
- has its own charter;
- has the powers necessary to discharge their responsibilities; and
- has the Board appoint one of its members as Committee Chair.

Each Board Committee has a charter setting out its role and responsibilities, objectives, composition, structure, membership requirements, and how the Committee is to operate.

The relevant qualifications and experience of Board Committee members and the number of committee meetings held are set out in the Directors' Report in the Company's FY23 Annual Report.

Non-Executive Directors may, and are encouraged, to attend meetings of other Board Committees and are provided with papers for all meetings.

The Managing Director & CEO, and certain other group executives are invited to attend Board Committee meetings. However, their presence is not automatic, and they do not attend if their remuneration or performance is being considered or discussed.

Each Board Committee may, within the scope of its responsibilities, have unrestricted access to management, employees, and information it considers relevant to the carrying out of its responsibilities under its charter.

The minutes of the Committee meetings are tabled at Board meetings, and the Committee Chairperson reports relevant matters of the Committee to the Board at its next meeting.

3.3 Audit Committee

The Audit Committee assists the Board in meeting its oversight responsibilities concerning the Company's financial reporting, external audit and internal audit, and other significant matters as delegated to the Committee from time to time.

The Audit Committee's responsibilities for the financial reporting and the external and internal audit functions include:

- overseeing corporate reporting processes designed to safeguard the integrity of reporting and facilitate independent assurance.

- overseeing whether the Company's financial statements reflect the understanding of the Committee members and whether in their opinion they provide a true and fair view of the financial position and performance of the Company.
- reviewing the appropriateness of relevant accounting judgements or choices exercised by management in preparing the financial statements.
- recommending selection, removal, and remuneration of external auditor and to monitor the independence of the external auditor.
- monitoring the effectiveness of the external audit function and annually evaluating the external auditor, including reviewing the scope of the audits and audit fees payable to the external auditor.
- assessing the need for internal audit and monitoring the adequacy of the Company's internal controls and compliance.

The Audit Committee and its Chairperson periodically meet with the external auditor without management being present.

The CFO is the executive responsible for assisting the Chairperson of the Audit Committee in connection with the administration and efficient operation of the Committee.



The **Audit Committee Charter** as part of the Corporate Governance Charter is set out in the Company's Corporate Governance Charter which is available on the Company's website.

3.4 Risk and Sustainability Committee

The Risk and Sustainability Committee assists the Board in meeting its oversight responsibilities concerning the Company's risk management, including workplace health and safety, insurable risks, and other significant matters as delegated to the Committee from time to time.

In addition, the Risk and Sustainability Committee assists the Board in meeting its oversight responsibilities for ESG including, setting sustainability objectives and targets in line with international frameworks and regulation.

The Risk and Sustainability Committee's responsibilities include:

- reviewing the Group's appetite and tolerance for risk and endorsing and monitoring the Group's risk management framework including with special focus on workplace health and safety risks.
- monitoring and endorsing policies for identifying and managing/mitigating/transferring risk and business continuity and crisis planning risk management.
- reviewing of risk management framework, policies and management processes at least annually to satisfy itself that they are sound, address contemporary risk issues, and remain relevant.

- reviewing the Group levels of insurance and terms of insurance policies.
- reviewing and endorse the Company's sustainability-related strategies, policies and objectives.
- monitoring the identification, management and mitigation framework for risks relating to sustainability and environmental, social and governance.
- reviewing and endorse long-term targets and aspirations for sustainability and ESG performance and monitor progress.
- review and provide feedback on the Company's sustainability reporting, including with respect to climate, modern slavery and other ESG matters.
- monitoring compliance with applicable sustainability and ESG-related legal and regulatory requirements.

The CFO is the executive responsible for assisting the Chairperson of the Risk and Sustainability Committee in connection with the administration and efficient operation of the Committee.



The **Risk and Sustainability Committee Charter** is set out in the Company's Corporate Governance Charter which is available on the Company's website.

3.5 Remuneration Committee

The Remuneration Committee assists the Board by reviewing and making recommendations to the Board on remuneration matters, including the structure, strategy and structure for executives' remuneration and incentives.

The Remuneration Committee's responsibilities include:

- assessing appropriate remuneration policies, and remuneration arrangements for Non-Executive Directors, the Managing Director & CEO, and other senior executive and managerial officers.
- reviewing the appropriate level of the director's remuneration fee pool, approved by shareholders.
- reviewing short-term and long-term incentive arrangements for executives and other employees, superannuation arrangements generally, and whether there is any gender or other inappropriate bias in the Company's remuneration policies or practices.

In forming remuneration recommendations, the Remuneration Committee obtains and considers industry-specific independent data and professional advice as appropriate. All reports and professional advice relating to the Managing Director & CEO's remuneration are commissioned and received directly by the Committee.



The **Remuneration Committee Charter** is set out in the Company's Corporate Governance Charter which is available on the Company's website.

3.6 Nominations Committee

The Nominations Committee assists the Board by overseeing the identification, succession planning, evaluation/review, induction, and professional development of directors, the chair, Board committees, Board committee chairs and the CEO.

The Nominations Committee also plays an important to monitor implementation of the Company's Diversity Policy.

The Nominations Committee's responsibilities include:

- assessing Board and Board Committee membership, and succession planning.
- assessing the composition of the Board taking into consideration the mix of skills, experience and diversity.
- assessing the "independence" of each Non-Executive Director, at least annually.
- development and implementation of a process for evaluation of Board, committee and director performance.
- periodically reviewing succession plans for and the performance of the Managing Director & CEO.
- supporting the Managing Director & CEO (as required) with respect to senior executive recruitment, performance and succession planning.
- diversity policy development, monitoring and review of strategies and programs to promote diversity.



The **Nominations Committee Charter** is set out in the Company's Corporate Governance Charter which is available on the Company's website.

4. INTEGRITY IN CORPORATE REPORTING

The Company believes that accurate and timely corporate reporting underpins effective risk management and is key to executing the Company's strategy.

4.1 Governance Oversight of Corporate Reporting

The Board is responsible for overseeing that appropriate monitoring and reporting mechanisms are in place. It has established the Audit Committee to assist in discharging this responsibility.

The Audit Committee meets at least two times per year, including immediately before the release of the full and half-yearly financial statements. The Audit Committee has reviewed the integrity of the Company's financial statements for the financial year ended 30 June 2023 and is satisfied that the Company's financial report for FY23 complies with the applicable accounting standards and presents a true and fair view of the Company's financial condition and operational results.

All Audit Committee members have direct access to the external auditor, Deloitte, and their appointed lead audit engagement partner. The lead audit engagement partner is invited to attend Audit Committee meetings, and all Committee papers are made available to Deloitte.

4.2 Independence of the External Auditor

The Company's external Auditor is Deloitte.

The Audit Committee reviews the effectiveness, performance, and independence of the external auditor. If it becomes necessary to replace the external auditor for performance or independence reasons, the Committee will formalise a procedure for the selection and appointment of a new external auditor.

The *Corporations Act (Cth) 2001* requires the external auditor to make an annual independence declaration to the Board, declaring that the auditor has maintained its independence in accordance with the *Corporations Act (Cth) 2001* and the rules of professional accounting bodies. Deloitte has provided an independence declaration to the Board for the reporting period. Deloitte's independence declaration is contained in the Directors' Report in the Company's FY23 Annual Report.

Deloitte's practice is to rotate the lead audit engagement partner at least every five years.

4.3 Attendance of the External Auditor at the AGM

Deloitte's lead audit engagement partner attends the Company's annual general meeting and is available to answer shareholders' questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted in relation to the preparation of the financial statements, and the independence of the auditor.

4.4 Restrictions on the Provision of Non-Audit Services by the External Auditor

The Company has a policy and procedure to monitor the independence of the external auditor. The provision of permissible non-audit services must be approved by the Audit Committee.



The **Audit and Non-Audit Services Policy** is set out in the Audit Committee Charter, which is available on the Company's website.

4.5 Financial and Corporate Reports

The Company is committed to providing clear, concise, and effective disclosure in its corporate reports.

Prior to approval of the Company's financial statements, the Board receives a written declaration, in accordance with section 295A of the *Corporations Act (Cth) 2001*, from the CEO and the CFO in relation to the Company and the Group's financial reporting processes.

The declaration received by the Board during the relevant reporting period states that 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 Company and the Group's financial position and performance, and that the integrity of the financial statements is founded on a sound system of risk management and internal control, which is operating effectively.

For periodic corporate reports released to the market, which are not required to be audited or reviewed by the Company's external auditor, the Company has a verification, review, and approval process to ensure the integrity of the information disclosed to the market. The process involves the reports being reviewed, material statements reviewed for accuracy and the report subject to internal verification by the Company Secretary, and an appropriate approval process involving the CEO, and the Chairperson for disclosure of certain matters, which are within the Board's reserved powers or matters that are otherwise of significance to the Company.

4.6 Sustainability Report

The Company's annual Sustainability Report provides an overview of the Company's approach to sustainability and performance. The report is prepared in accordance with the Global Reporting Initiative's Sustainability Reporting Standards (**GRI Standards**) and covers Environmental, Social and Governance (**ESG**) and other sustainability topics most relevant to our business activities of the Company.



The Company's **Sustainability Report** is available on the Company's website.

5. ETHICAL CONDUCT AND RESPONSIBLE DECISION-MAKING

The Company is committed to conducting its business with integrity and in an open and accountable manner. The Board believes that lawful, ethical, and responsible business practices are essential to achieving sustainable long-term performance and creating shareholder value.

The Board recognises its role in setting the ethical tone and standards of the Company and its responsibility in monitoring and developing a corporate culture.

The Company has established the following policies or codes, which promote ethical and responsible business practices.

5.1 Company Purpose, Values, and Culture

Our purpose

To benefit our shareholders and our communities through sustainable production of battery materials.

Our Values

The Company has six core values that guide the way decisions are made and how we treat one another and our stakeholders.

These values are reflected in the acronym '**STRIDE**':

The Company's values include:

- **Sustainability:** committing to optimise finite resources with circular practices to benefit society and the environment for a sustainable future.
- **Transparency:** acting ethically with honesty, transparency and openness in all that we do.
- **Respect:** respecting our Company, its Purpose and its Values and acting respectfully in our dealings with staff, shareholders, partners, stakeholders and the community.
- **Innovation:** applying innovation and an enquiring approach to our work to better assure the achievement of our Purpose.
- **Discipline:** applying discipline and rigour to our work to better manage risks and assure outcomes.
- **Ethics:** through our conduct earning and honouring the trust of one another, our shareholders, our partners, our stakeholders and the community.

Our Culture

The Company fosters an environment where employees are valued and supported to fulfill their potential.

The Company also recognises that it needs human capital to achieve its purpose. The Company aims to recognise this by showing its people are respected, treated fairly and that we foster their development is in line with the core values '**STRIDE**'.

The Company's culture and values are integral to our workforce and how we operate as a responsible business. Culture is a key determinant in the performance of the Company and its ability to achieve its objectives. It goes to the heart of the openness and transparency needed for effective stewardship and informed decision-making.

The Board is responsible for the oversight of culture and management is responsible for implementing and monitoring the desired culture and for demonstrating leadership of the culture. The Board receives periodic reports on the organisation's culture.



The Company's performance on various people and behaviour metrics is published in the Company's **Sustainability Report**, which is available on the Company's website.

Code of Conduct

The Company has a Code of Conduct. Directors, employees, and contractors are required to demonstrate the standards of behaviour required to promote responsible decision-making and ethical behaviour, which aligns with the Company's strategic objectives, policies, and values.

The Code of Conduct is supported by several Company policies that are reviewed regularly to ensure they reflect any changes in law and otherwise remain fit for purpose.

The Board is informed of any material breaches of the Code of Conduct or policies.



The **Code of Conduct** is set out in the Company's Corporate Governance Charter which is available on the Company's website.

5.2 Sustainability

The Company's is committed to optimising finite resources with circular practices to benefit society and the environment for a sustainable future.

The Company evaluates all potential business opportunities against its purpose and sustainability objective.

The Company has made significant progress across its business units, which align with rising global demand for energy storage and the use of renewable energy. In so doing, the Company is making progress towards helping to decarbonise the planet.

The Company is proud of its ESG performance and discloses its efforts towards a sustainable future in its annual **Sustainability Report**.

The Company's Sustainability framework is designed to evolve and adapt to change and aligns with GRI Standards.

The Company considers the environment in everything it does, whether it's planning for future operations or optimising current assets. It is also looking for ways to reduce its impact and footprint through innovation, technology, and the use of renewable energy.

The Company also is committed to, and its philosophies are aligned with, the United Nations Global Compact, Taskforce on Climate-related Financial Disclosures and the United Nations Sustainability Development Goals.



The Company's **Economic, Environmental, Social and Governance ("EESG") Policy** and **Environmental Policy** are available on the Company's website.



Further details on the Company's approach to **ESG** and performance is published in the Company's annual **Sustainability Report**, which is available on the Company's website.

5.3 Modern Slavery Policy and Human Rights

The Company is committed to the protection of fundamental human rights and freedoms, including eliminating all forms of modern slavery.

In the reporting year, the Company amalgamated its Modern Slavery Policy and Indigenous Policy into one overarching Human Rights Policy. The Human Rights Policy is guided by the internationally recognised human rights principles and outlines the Company's approach and commitments to recognise, respect and promote human rights. The Policy applies to all the Company's stakeholders including its directors, employees, partners, contractors and suppliers.



The **Human Rights Policy** is available on the Company's website.

5.4 Workplace Health and Safety Policy

The Company prioritises a healthy and safe workplace for all employees, and contractors, while seeking to minimise the impacts of injuries.

Therefore, health, safety and well-being are critical parts of the Company's business and decision-making. People's psychological health and well-being is a priority and the Company's Employee Assistance Program (**EAP**) provides all employees free and confidential access to counselling sessions for themselves or their immediate family members.

Health, safety and well-being is also a critical area of focus for the Board, who receive regular briefing on safety performance, strategies to improve safety performance and awareness, and employee and contractor physical and mental well-being.

Further details on the range of strategies, systems, initiatives, and policies to manage health, safety and well-being for employees, contractors, and customers, is set out in the Company's **Sustainability Report**.



The **Workplace Health and Safety Policy** is available on the Company's website.

5.5 Whistleblower Policy

The Company encourages anyone to speak-up and report any concerns about actual or suspected wrongdoing and improper conduct and ensures confidentiality and protection is provided to those who do so.

The Company has established a Whistleblower Policy, which sets out how anyone can speak-up and make a confidential disclosure in several ways, including to a designed officer or to the Company or Auditor.

The Policy also outlines the protections available to those who speak-up under the policy.

The Company maintains confidentiality of all whistleblower reports to the fullest extent possible and does not tolerate any detriment or form of reprisal against anyone who raises a genuine concern about actual or suspected misconduct.

The Board is informed of any material incidents reported under the policy. There were no employee complaints or grievances in the reporting period.



The **Whistleblower Policy** is available on the Company's website.

5.6 Anti-Bribery and Corruption Policy

The Company has established an Anti-Bribery and Corruption Policy, which sets out the Company's zero tolerance for any bribery or corruption in its business dealings and operations. The policy includes prohibitions on:

- the giving or receiving of bribes in any form, including to public officials and or to any other third-party.
- the giving or receiving of bribes, including gifts, hospitality or facilitation payments, which might improperly influence a decision, create a sense of obligation or improve or create a business advantage.
- offering anything of value to a public official (or their representative or family member) in order to improperly influence in order to obtain any improper advantage of any kind.
- making a political donation (in cash or kind) to improperly influence to obtain an advantage of any kind.

The Board is informed of any material incidents reported under the policy.



The **Anti-Bribery and Corruption Policy** is available on the Company's website.

5.7 Trading in Securities Policy

The Company has established a Trading in Company Securities Policy, which prohibits trading in Neometals securities by all directors, executive, employees, (and their immediate family members and associates) who possess information that is not generally available and that could be reasonably expected to have a material, or significant, effect on the price, or value, of Neometals securities.

The policy also specifically prohibits '*designated insiders*' (which includes all directors, executives, the company secretary, and other nominated employees, and their immediate family members and associates) from trading in Neometals securities during '*closed periods*' and '*prohibited periods*' as defined in the policy.

The Board is informed of any material breaches under the policy.



The **Trading of Company's Securities Policy** is available on the Company's website.

5.8 Diversity Policy

The Company has a diverse workforce, comprising employees from varied ethnic backgrounds, age groups and gender designations.

The Company's Diversity Policy sets out the Company's approach to inclusion and diversity, which is underpinned by the principles that the work environment promotes equal opportunity and diversity, allows employees to reach their potential, and is free from discrimination harassment, and bullying.

The Nominations Committee is responsible for (amongst other things) reviewing the Company's Diversity Policy and strategy, overseeing compliance with equal opportunity and anti-discrimination legislation, and ensuring that the Company is able to attract and retain an inclusive and diverse selection of employees.



The **Diversity Policy** is available on the Company's website.

Gender Diversity at Board, Management and Workforce Levels

The Nominations Committee is also responsible for setting and monitoring progress against specific, measurable objectives for achieving gender diversity.

Neometals has achieved all gender diversity targets set for the period (refer table). The Company will endeavour to retain targets for the FY24 reporting period and will prove an

important driver as we pursue growth in specialist areas across our business.

Target	By When	FY23 Status
At Board level: - at least one of the next 2 Board appointments desirably should be female with appropriate skills and attributes	When it's appropriate to expand or refresh the Board.	Achieved (or not applicable). There were no new Board appointments made in the reporting period.
At Executive level: - at least one of the next 2 executive appointments desirably should be female with appropriate skills and attributes.	When it's appropriate to expand or refresh the executive team.	Achieved (or not applicable). There were no new executive appointments in the reporting period.
Generally: - subject to the qualifying note under this item 2(b), not less than 33% of new appointments should be male and not less than 33% of new appointments should be female.	Annually by 30 June each year	Achieved. 50% of all new appointments made in the reporting period were female.

During the reporting period, the composition of the Board comprised two directors (33%) who are female. The ASX Principles provide that the measurable objective for achieving gender diversity in Board composition for entities in the S&P / ASX 300 Index should be to have not less than 30% of its directors of each gender within a specified period.

During the reporting period, female representation across the Company's managerial positions increased from 13% to 18% and across the workforce generally increased from 35% to 38%.

Additional details on gender diversity across the Company's workforce are set out in the Company's **Sustainability Report**.

6. RECOGNISE AND MANAGE RISK

6.1 Risk Responsibilities Between the Board and Management

The Board recognises that effective risk management is critical to achievement of its strategic objectives.

The Board has adopted a Risk Management Policy that aims to support the Company's Risk Management Framework and outlines the Company's commitment to sound risk management practices aligned to regulatory and stakeholder requirements.

The Board is responsible for setting the Company's risk appetite and for satisfying itself, that management has developed and implemented a sound system of risk management and internal controls.

Detailed work on this task is delegated to the Risk and Sustainability Committee and reviewed by the Board.

Details of the membership, charter and meetings of the Risk and Sustainability Committee are outlined in section 3.1 above.



The **Risk Management Policy** is available on the Company's website.

6.2 Approach to Risk Management

The Company has a sound risk management framework which is aligned with the AS/NZS ISO 31000 2018 standard.

The Corporate Governance risk statement guides risk assessment and is reviewed periodically to ensure its effectiveness and continuing relevance to operations.

Responsibility for risk identification and for establishing and maintaining effective risk management strategies and practices rests with the Managing Director & CEO and senior management. The Company aims to identify and monitor risks through the maintenance of a risk management framework, which covers strategic, operational, and other business risks and is based on industry-accepted standards. Internal control systems are maintained to provide accurate, relevant, timely and reliable financial and operating information.

Risks (including climate change) are reported to the Board via the Risk and Sustainability Committee. Mitigation, loss prevention and control measures are implemented to ensure business continuity and crisis.

The Company is exposed to a range of market, financial, operational, environmental, and socio-political risks that could impact the Company's future performance. The nature and potential impact of these risks can change over time and vary in the degree to the extent the Company can control them.

The Company discloses in its Annual Report any material exposure it may have to economic, environmental, social or other sustainability risks.

During the reporting period, the Risk and Sustainability Committee reviewed the effectiveness of the Company's risk management policy, and risk framework, and the processes required to govern risk identification, assessment, monitoring, and reporting with due regard to the risk appetite set by the Board.



Further details on these material risks are set out in the Directors' Report in the Company's **FY23 Annual Report**.

6.3 Environmental, Social, and Governance Risks

The Company has disclosed in its FY23 Annual Report any material exposure to environmental, social, and governance risks.

The Company periodically undertakes an assessment to determine the risks and opportunities relating to these factors and to ensure material ESG topics, risks and opportunities are understood by the business.

6.4 Climate Change Risk Management

The Company is committed to managing the impacts of climate change and supporting the transition towards a low-carbon economy.

Despite the Company not currently engaging in any significant emission-intensive activities, the Board is committed to understanding and proactively managing the impact of climate-related transitional and physical risks to the business as well as the environment and the communities in which it operates.

The Board oversees climate-related risks covering both threats and opportunities via the Risk and Sustainability Committee. In addition, the Board considers climate risk in its decision-making process.

Climate-related risks and opportunities are considered at the Board's annual strategic business planning workshop and climate-related risks are identified and managed using the Company's risk framework.

Incentives to address climate-related risks have also been included in the senior executive key performance targets.

During the reporting year, the Company conducted its first climate change scenario analysis in line with the Taskforce on Climate-related Financial Disclosures recommendations. These scenarios provided information on how the Company is analysing, preparing and aligning the business for risks and opportunities that may emerge due to climate change and as the world moves to a low carbon future.

During reporting period, the Company maintained its net zero carbon footprint, by offsetting its emissions through an accredited emissions reduction project – the reforestation of the Yarra Yarra Biodiversity Corridor in Western Australia - with Carbon Neutral.



Further details on the Company's approach to **climate change** is published in the Company's annual **Sustainability Report**, which is available on the Company's website.

6.5 Internal Audit Function

For the reporting period, the Company did not have a dedicated internal audit function. At this early stage of the Company's evolution and business needs, the Board has assessed that a dedicated internal function is not needed or warranted.

The Company conducted a high-level independent evaluation of the effectiveness and current approach to internal controls and highlighted assurance gaps that are now being addressed. The Audit Committee, in consultation with the external auditor and the CFO, periodically review the need for a dedicated internal audit function and monitors the adequacy of existing internal controls.

In the absence of a formal dedicated internal audit function, the Board relies on ongoing identification, monitoring and reporting of material business risks by management and through the relevant Board Committees.

7. COMMITMENT TO STAKEHOLDERS

7.1 Neometals Stakeholders

As a publicly listed company, the Company interact with a wide range of stakeholders through a variety of communication channels.

Engagement with stakeholders develops mutual understanding of interests, and concerns, and improves our relationships. The Company strives for regular, active, and honest dialogue with all its stakeholders.

Stakeholders are defined by GRI Standards as an entity or individual that can reasonably be expected to be significantly affected by the Company's activities, products or services, or whose actions can reasonably be expected to impact the Company's ability to successfully implement its strategies and objectives. The Company's stakeholders include:

- Shareholders
- Banks/finance providers/creditors
- Suppliers/business partners
- Customers/offtake partners
- Regulatory authorities/government
- Research agencies
- Industry participants and associations
- Downstream users of products
- Local communities
- Employees/Board/contractors
- First Nations peoples
- Media/opinion leaders
- Civil society

7.2 Shareholder and Investor Engagement

The Company values and facilitates two-way dialogue with shareholders and investors and is committed to ensuring that shareholders have access to accurate, timely and effective information about the Company and its governance both through its website and other communication technologies.

The Managing Director & CEO is responsible for shareholder and investor relations activities with the assistance of the CDO and CFO. The Chairperson is responsible for engaging with shareholders on Board, governance and remuneration matters.

The Company has an active investor relations program to facilitate effective two-way communication with investors. This includes communicating through several channels and technologies to allow shareholders to participate in shareholder meetings and to have their enquiries heard.

The Company also hosts briefings for institutional investors and analysts to discuss information already released to the market via ASX and provide background information to assist analysts and institutions in understanding the Company's business.

Before giving any new and substantive investor or analyst presentations, the Company releases a copy of the presentation materials to ASX.

The Company aims to ensure that shareholders are provided with all information necessary to assess the Company's performance. The Company follows the principles of continuous disclosure to ensure all investors are fully informed of the Company's activities.

All market announcements are posted on the Company's website as soon as practicable after being released to the market.

7.3 Website

Ready access to information about the Company and all relevant corporate governance information is available via the Company's website at www.neometals.com.au

The Company publishes its ASX announcements, annual and half-year results presentations, financial statements, sustainability report, investor presentations, media releases, key dates, dividends, and other communications material on the Company's website.



Investor information and ASX Announcements are available on the Company's website.

7.4 Continuous and Periodic Disclosure

The Company is committed to providing shareholders and the market with equal and timely access to material information concerning the Company in a factual, clear and balanced way.

The Company has adopted a Continuous Disclosure Policy, which sets out how it complies with its disclosure obligations under *Corporations Act 2001 (Cth)* and the ASX Listing Rules.

The Board considers potential disclosure issues at each of its meetings.

The Managing Director & CEO and the CFO are responsible for overseeing and coordinating the disclosure of information to the media, analysts, brokers, and shareholders. The Company Secretary is responsible for communication with ASX.

The Managing Director & CEO is responsible for ensuring that all employees are aware of their obligation to bring price-sensitive matters to management's attention and safeguard corporate information confidentiality to avoid the need for premature disclosure.

All market-sensitive information is first notified to ASX and then promptly placed on the Company's website following receipt of confirmation from ASX. Before giving any new and substantive investor or analyst presentations, the Company releases a copy of the presentation materials to ASX.

Key periodic shareholder communications include the Company's Annual Report and its full-year and half-year financial results.

Copies of the final versions of all material ASX announcements are provided to the Board promptly after those announcements have been made.



The Continuous **Disclosure Policy** is available in the Company's Corporate Governance Charter on the Company's website.

7.5 Electronic Communications

The Company also gives Shareholders the option to receive communications from, and send communications to, the Company and its Share Registry, Computershare Limited (**Share Registry**), electronically.

The Company's Share Registry also allows shareholders to register to receive alerts on any Company ASX Announcements.

7.6 Annual General Meetings

The Board regards the Company's Annual General Meeting (**AGM**) as an important opportunity to communicate with shareholders and encourages shareholders to attend the AGM and participate by exercising their voting rights and asking the Board questions.

The Board also encourages shareholders to submit any questions about the Company's performance so that these can be addressed before or at the AGM.

The Company's 2023 AGM will be held on 24 November 2023 in Perth, Western Australia. For this AGM, the Company has determined that the AGM will be a physical meeting. The Company will also provide a webinar facility for shareholders who are unable to attend in person to observe the proceedings and communicate any questions of the Company.

All the directors are expected to attend the shareholder meetings, (either in-person or by video/phone) subject to any public gathering restrictions that may be in place at the time.

All substantive resolutions at shareholder meetings are decided by a poll rather than a show of hands.

ADDITIONAL INFORMATION

COMPANY DIRECTORY

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General Enquiries

Website: www.neometals.com.au
Email: info@neometals.com.au

SHARE REGISTRY

Computershare Investor Services Pty Limited
who manages the Company's share register.

Telephone:
Australia: (08) 9322 1182
International: +61 3 9415 4631
web.queries@computershare.com.au

REPORTING SUITE

Our 2023 reporting suite includes:

2023 Neometals Annual Report.

2023 Neometals Sustainability Report.

2023 Governance at Neometals 2022 Corporate Governance Statement (this Report).

These reports are all available on our website:

www.neometals.com.au

Discover More...

Interested in learning more?
Please visit www.neometals.com.au



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