



## Corporate Governance Statement

The Company has adopted a comprehensive system of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the Company's policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

To the extent applicable, the Company has adopted the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Recommendations).

In light of the Company's size and nature, the Board considers that the current Board represents a cost-effective and practical method of directing and managing the Company. As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

The Company's main corporate governance policies and practices as at the date of this Prospectus are detailed below. The Company's full Corporate Governance Charter is available in a dedicated corporate governance information section of the Company's website at <https://greatdividemining.com.au/corporate-governance>

Set out below are the Recommendations and a statement as to the Company's compliance to those Recommendations as at the date of this statement.

### PRINCIPLE

### RESPONSE

#### PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

##### Recommendation 1.1

A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.

Complies.

The Company's Corporate Governance Charter includes a section which discloses the specific responsibilities of the Board. The responsibilities delegated to the senior management team are set out in the Charter.

The Corporate Governance Charter can be viewed on the Company's website [greatdividemining.com.au](https://greatdividemining.com.au).

##### Recommendation 1.2

A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

Complies.

The Company conducts background and reference checks for all Directors.

These checks include the required checks described in ASX Guidance Note 1 before appointing an additional person, or putting forward to Shareholders a candidate for election, as a Director.

##### Recommendation 1.3

A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

Complies.

All Directors have written agreements setting out the terms of their appointment.



#### Recommendation 1.4

The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

Complies.

A Company Secretary has been appointed and is accountable directly to the Board on all matters to do with the proper functioning of the Board.

#### Recommendation 1.5

A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (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.

Partially complies.

The Board has established a Diversity Policy. The Diversity Policy can be viewed on the Company's website [greatdividemining.com.au](http://greatdividemining.com.au).

Whilst the Company does have a Diversity Policy and does promote gender diversity within the workplace, the Company has not reported gender or other diversity metrics in the FY23 Annual Report. The Company will consider providing this disclosure in future Annual Reports.

The Company has not reported diversity metrics in the FY23 Annual Report. The Company will consider providing this disclosure in future Annual Reports

#### Recommendation 1.6

A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

Partially complies.

The Board is responsible for evaluating the performance of the Board and individual Directors will be evaluated on an annual basis. It may do so with the aid of an independent advisor.

A performance evaluation is yet to be conducted (noting the Company was only recently listed). The Company will consider conducting such an evaluation in future periods.

#### Recommendation 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.

Partially complies.

Senior executive key performance indicators are set annually, with performance appraised by the Board, and reviewed in detail by the Board.

The Company has established a process for an internal review however the details of this internal review are not disclosed in the FY23 Annual Report. The Company will consider making this disclosure with further detail in future Annual Reports.



## PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

### Recommendation 2.1

The board of a listed entity should: (a) have a nomination committee which: (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

Partially complies.

The Company has established and disclosed a Nomination Committee Charter. Given the size and structure of the Board and the Company, the Company does not propose to separately establish a Nomination Committee.

Instead, the Board intends to carry out the duties that would ordinarily be assigned to that committee having regard to the Nomination Committee Charter in place.

### Recommendation 2.2

A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.

Does not yet comply.

The Company intends to develop a board skill matrix setting out the mix of skills and diversity the Board has and requires. The skill matrix will be available at the Company's website once finalised.

### Recommendation 2.3

A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position or relationship of Box 2.3 of the ASX Corporate Governance Principles and Recommendations (4th edition), but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.

Complies.

The independence of directors and the length of service of each director is set out in the FY23 Annual Report.

In the event that the Board determines a director to be independent despite an interest, position, association or relationship described in Box 2.3 of the Recommendations, the Company will disclose why the Board is of that opinion in the relevant Annual Report for a period in which that determination was made.

### Recommendation 2.4

A majority of the board of a listed entity should be independent directors.

Complies.

### Recommendation 2.5

The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

Does not yet comply.

The Chair of the Board, Paul Ryan, is not considered to be an independent director having regard to his significant shareholding in the Company and having been a vendor of material assets acquired by the



Company at IPO. Mr Ryan is however not the CEO or Managing Director of the Company.

### Recommendation 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.

Complies.

The Company's Corporate Governance Charter sets out a process for inducting new directors and for periodically reviewing whether there is a need for an existing director to undertake professional development.

## PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

### Recommendation 3.1

A listed entity should articulate and disclose its values.

Complies.

The Company's Corporate Governance Charter includes a Corporate Code of Conduct which articulates the following values:

- to conduct business with honesty, integrity, and fairness; and
- to comply with all relevant laws and regulations applicable.

### Recommendation 3.2

The entity should have and disclose a code of conduct for its directors, senior executives and employees; and ensure that the board or a committee of the board is informed of any material breaches of that code.

Complies.

The Company's Corporate Governance Charter includes a Corporate Code of Conduct.

The Code of Conduct can be viewed on the Company's website.

### Recommendation 3.3

A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.

Complies

The Board has established a whistleblower policy, function, and defined roles to ensure that the board is informed and any material incidents are reported.

The Whistleblower policy can be viewed on the Company's website.



#### **Recommendation 3.4**

A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.

Complies.

The Board has established an Anti-Bribery and Corruption Policy which is within the Corporate Governance Charter.

The Anti-Bribery and Corruption Policy can be viewed on the Company's website.

#### **PRINCIPLE 4: Safeguard the integrity of corporate reports**

##### **Recommendation 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.

Partially complies.

The Company has adopted an Audit and Risk Committee Charter.

Given the size and structure of the Board and the Company, the Company does not propose to separately establish an Audit and Risk Committee.

Instead, the Board intends to carry out the duties that would ordinarily be assigned to that committee having regard to the Audit and Risk Committee Charter in place.

##### **Recommendation 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.

Complies.

The Board requires the Chief Executive Officer and the Chief Financial Officer to provide such a statement before approving the entity's financial statements for a financial period.

The Board had received this assurance from the Managing Director and Chief Financial Officer prior to lodgement of the FY23 Annual Report.

##### **Recommendation 4.3**

A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

Complies.

This information is set out in the Corporate Governance Charter.

#### **PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE**

##### **Recommendation 5.1**

A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.

Complies.

The Company has adopted a Corporate Ethics and Continuous Disclosure Policy.



The Corporate Ethics and Continuous Disclosure Policy is available on the Company's website.

#### **Recommendation 5.2**

A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

Complies.

The Company informs the board of all upcoming material market announcements before release and gives copies to the board promptly after they have been made.

#### **Recommendation 5.3**

A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

Complies.

The Company's investor and analyst presentation material are released to the ASX Market Announcement Platform ahead of their presentation.

### **PRINCIPLE 6: Respect the rights of security holders**

#### **Recommendation 6.1**

A listed entity should provide information about itself and its governance to investors via its website.

Complies.

The Company has provided specific information about itself and its key personnel and has developed a comprehensive Corporate Governance Charter.

Details can be found at the Company's website.

#### **Recommendation 6.2**

A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

Complies.

The Company has established a Corporate Ethics and Continuous Disclosure Policy. The Company recognises the importance of forthright communications and aims to ensure that the shareholders are informed of all major developments affecting the Company.

Details of the Corporate Ethics and Continuous Disclosure Policy can be found at the Company's website.

#### **Recommendation 6.3**

A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

Complies.

The Corporate Ethics and Continuous Disclosure Policy is available on the Company's website.

#### **Recommendation 6.4**

A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

Complies.



#### **Recommendation 6.5**

A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

Complies.

The Company gives security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

### **PRINCIPLE 7: RECOGNISE AND MANAGE RISK**

#### **Recommendation 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.

Partially complies.

The Company has adopted an Audit and Risk Committee Charter.

Given the size and structure of the Board and the Company, the Company does not propose to separately establish an Audit and Risk Committee.

Instead, the Board intends to carry out the duties that would ordinarily be assigned to that committee having regard to the Audit and Risk Committee Charter in place.

#### **Recommendation 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.

Partially Complies.

The Board has a risk management framework as set out in the Corporate Governance Charter, and will satisfy itself annual that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board.

The Company will consider providing further disclosure as to whether these reviews have been conducted in future reporting periods.

#### **Recommendation 7.3**

A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes

Complies.

The Board has established an Audit and Risk Committee. The conduct of an internal audit is within its remit. The company does not have an internal audit function separate from the Audit and Risk Committee due to the scale and complexity of operations.

The processes the Company employs to evaluate and continually improve the effectiveness of its governance, risk management, and internal control processes are set out in its Corporate Governance Charter.

#### **Recommendation 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.

Partially complies.

The Board has established an Audit and Risk Committee. Consideration of these risks is within the





remit of the Audit and Risk Committee, however no such review was undertaken in FY23. The Company will disclose in future Annual Reports the details of any such review that is conducted by the Committee.

The Company notes generally that disclosure around the risks that apply to the Company were set out in its 2023 Prospectus.

## **PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY**

### **Recommendation 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.

Partially complies.

The Company has adopted a Remuneration Committee Charter.

Given the size and structure of the Board and the Company, the Company does not propose to separately establish a Remuneration Committee.

Instead, the Board intends to carry out the duties that would ordinarily be assigned to that committee having regard to the Remuneration Committee Charter in place.

The Board may obtain external advice from independent consultants in determining the Company's remuneration practices, including remuneration levels, where considered appropriate.

### **Recommendation 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.

Partially Complies.

The Company distinguishes the structure of Non-Executive Directors' remuneration from that of executives (noting that as at the date of this Statement, there are no Executive Directors).

Details of the remuneration of directors are set out in the Company's Annual Report.

The Board will conduct reviews of directors' remuneration in line with the remuneration policy of the Company.

The Board will consider enhancing the company's disclosure on policies and practices regarding equity and performance based remuneration in coming periods.

### **Recommendation 8.3**

A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.

Complies.

The Company's Trading Policy, amongst other provisions, prohibits executive staff from undertaking hedging or other strategies that could limit the economic risk associated with Company Securities issued under any equity-based remuneration scheme.





The Trading Policy can be viewed on the Company's website.

This statement has been approved by the Board of Directors of Great Divide Mining on 27 September 2023 and is accurate as at that date.