

	Corporate Governance Disclosures - Financial Year Ended 30 June 2023		
Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed	
	Principle 1 – Lay solid found	ations for management and oversight	
1.1	 A listed entity should disclose: 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. 	The Board of Directors is the key decision-making organ of the Company. It is responsible for the strategic direction of the Company and provides guidance to the management of the Company.	
1.2	 A listed entity should: a. undertake appropriate checks before appointing a person, or putting forward to security holders a candidate 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. 	 The Company carries out reference checks on each individual who is considered for a position as a director and as an Officer. In the case of any person being considered for a role as a director, the candidate is interviewed by fellow Directors. All pertinent information is provided in AGM notice with respect to election or re-election of directors 	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	The Company has written agreements with each director and senior executives. These agreements set out the terms of their appointment.	
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	The Company Secretary is accountable directly to the Board through the chair on all matters to do with the proper functioning of the board.	



	A listed entity should:	
	a. have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;	
	b. disclose that policy or a summary of it; and	
1.5	 c. disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: 	The Company actively seeks to develop gender diversity within the Company.
	 the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or 	
	 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. 	
	A listed entity should:	
1.6	a. have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and	The company evaluates the performance of the Board and individual directors every December. Fellow directors review the performance of each director. The most
1.6	b. disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	recent performance review was carried out in December 2021.
	A listed entity should:	The CEO evaluates the performance of senior executives every December and this process was carried out in December 2022.
1.7	a. have and disclose a process for periodically evaluating the performance of its senior executives; and	



b. disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.



	Principle 2 - Structure the board to 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. 	b.	The Board of Directors carries out the role of the nomination committee. The Board has five members, who are independent. The Board reflects on the balance of skills that present Board Members have and seeks to identify individuals who have complementary skills. The Board as comprised is able to effectively discharge its duties and responsibilities effectively	
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	su m M ao in	he corporate governance statement sets out the Board's skills matrix which is ummarised as follows. Two Board members have many years of experience in the nining sector both from an operational and strategic perspective. One Board Member and a Senior Executive have significant experience in capital raising, and ccounting. One member is a mining engineer; while another has significant iternational business exposure. The fifth member is well versed in the training and ducation of indigenous Australians.	



2.3	 A listed entity should disclose: a. the names of the directors considered by the board to be independent directors; b. if a director has an interest, position, association or relationship of 	 a. Mr John Lester, Mr Frederick Salkanovic, Mr Stephen O'Grady, Gillian King and Mr Lu Ning Yi are all independent directors. b. All directors are independent 		
2.0	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	John Lester Appointed 06 November 2017		
	of the interest, position, association or relationship in question and	Frederick SalkanovicAppointed31 August 2017Lu Ning YiAppointed30 November 2015		
	an explanation of why the board is of that opinion; and	Stephen John O'Grady Appointed 09 June 2020		
	c. the length of service of each director.	Gillian Catherine King Appointed 06 May 2021		
2.4	A majority of the board of a listed entity should be independent directors.	All the five directors of the Board are independent.		
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.	Mr John Lester acted as the Chairman at all Board Meetings and is an independed director.		
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	An induction program and manual have been developed for new directors. In addition, new and existing directors are encouraged to undertake courses with institutions such as the Australian Institute of Company Director and/or the Governance Institute		



	Principle 3 – Act ethically and responsibly		
3.1	A listed entity should articulate and disclose its values.	The Company's Values include: Respect; Integrity; Teamwork; Ownership, and Courage. 	
3.2	 A listed entity should: a. have a code of conduct for its directors, senior executives and employees; and b. disclose that code or a summary of it. 	A code of conduct has been developed for the Company's directors and senior executives. The Code outlines courses of action to be followed and deal with issues such as Insider trading, Whistleblower and Share Trading Policy. The Code of Conduct is available in the Corporate Governance section of the Company's website at <u>www.classicminerals.com.au</u>	
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.	The Company has a Whistleblower Policy that encourages employees to speak up about any unlawful, unethical, or irresponsible behaviour contrary to the Company's policies and values. The Whistleblower Policy is available in the Corporate Governance section of the Company's website at <u>www.classicminerals.com.au</u> The Board is responsible for overseeing the Whistleblower Policy and management report material incidents under this policy.	
3.4	A listed entity should:		
	a) Have and disclose an anti-bribery and corruption policy; and	The Company has an Anti-Bribery and Anti-Corruption Policy that prohibits the giving of bribes, secret commissions and other improper conduct in line with the Company's values. The Anti- Bribery and Anti-Corruption Policy is available in the	



		Corporate Governance section of the Company's website at <u>www.classicminerals.com.au</u>
	b) Ensure that the board or a committee of the board is informed of any material breaches of that policy.	The Board is responsible for overseeing the Anti-Bribery and Anti-Corruption Policy and management report material incidents under this policy.



Principle 4 – Safeguard integrity in corporate reporting				
4.1	 The board of a listed entity should: a. have an audit committee which: has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and is chaired by an independent director, who is not the chair of the board, and disclose: the charter of the committee; the relevant qualifications and experience of the members of the committee; and 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. 	 b. As the Company's Board of Directors comprises five Members it is considered efficient to have all five Board members carry out the role of an Audit Committee. r 		
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.	On a half-yearly basis, the Board receives a declaration from the Chief Executive Officer and Company Secretary covering the matters set out in section 295A of the Corporations Act 2001. This declaration acknowledges that the financial records of the Company for a financial year have been properly maintained in accordance with the Act and that the financial statements and the notes for the financial year comply with the accounting standards and give a true and fair view of the financial position and performance of the Company. The declaration is given before the Directors approve any audited financial statements for the financial year.		



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.	All periodic corporate reports that are released to the market are reviewed by the Company's management team, including relevant competent persons, and sent to the Board for review and approval prior to release. The external auditor reviews the half year accounts and audits the full year accounts of the Company.
	Principle 5 – Make timely and I	balanced disclosure
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligation under listing rule 3.1; and	The Company has a written policy for complying with its continuous disclosure obligations. The Company's Continuous Disclosure Policy sets out the Company's obligations in relation to continuous disclosure and is designed to ensure that announcements made by the Company are timely, factual, complete and are expressed in a clear, objective manner. It is also designed to ensure that protocols are in place to effectively deal with information that may need to be released to the market. The Company's Continuous Disclosure Policy is disclosed in the Corporate Governance section of its website at www.classicminerals.com.au .
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Material market announcements are provided to the Board prior to announcements being made.
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	All substantive investor and analyst presentations are released to the ASX ahead of the presentation.



	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.	The company maintains a website which is available to be viewed at http://www.classicminerals.com.au. This website is regularly updated. The Corporate Governance page of the Company's website provides access to key policies, procedures and charters of the Company including the latest Corporate Governance Statement.	
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	 The Company has a Shareholder Communications Policy which aims to ensure that shareholders are fully informed by communicating to them through: Continuous disclosure reporting to the ASX; Quarterly, half yearly and annual reports; and Media releases, copies of which are lodged with the ASX and placed on the Company's website. The Company website also provides a platform to disclose ASX releases, periodic reports, press releases, notices and presentations as well as the contact details of the Company and Share Registry to enable shareholders to make contact. 	
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	The Company has a Shareholder Communications Policy which aims to promote shareholder participation at all Annual and General Meetings. The Board encourages the full participation of shareholders at the Annual General Meeting, to ensure a high level of identification with the Company's strategy and goals and to encourage communication and contact with the Board. Important issues are presented to shareholders as single resolutions.	
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.	All resolutions at Company Meetings are decided by poll.	



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.	Security holders are given the option to receive electronic communications from and send electronic communications to the entity. This correspondence is sent out to security holders by the company's Share Registry.
		noiders by the company's Share Registry.



Principle 7 – Recognise			age Risk
7.1	 The board of a listed entity should: a. have a committee or committees to oversee risk, each of which: has at least three members, a majority of whom are independent directors; and is chaired by an independent director, and disclose: the charter of the committee; the members of the committee; and 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 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. 	revie discu	Company considers that the Board is the appropriate entity to w and monitor all Risks. Risks are identified on a regular basis and ussed by Board members. The Company does not consider that it is size to warrant individual committees.
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. 	a. b.	The entity's risk management is reviewed annually. The details of the review are tabled to the Board anually.
7.3	 A listed entity should disclose: a. if it has an internal audit function, how the function is structured and what role it performs; or b. if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes. 	evalu	company considers the Board to be the most appropriate organ to uate the processes and to seek continual improvement in internal t and risk management.



	7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	The entity does not have any material exposure to economic, environmental or social sustainability risks.
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	Principle 8 – Remunerate fairly a	nd 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 is appropriate and not excessive. 	b. The Company believes that the Board of Directors is the most suitable organ of the Company to consider remuneration matters. The Board considers the remuneration of directors and senior executives from other mining companies for comparison.
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.	The Board of Directors monitor salaries offered by Companies of a similar size and within the mining sector.
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. 	 a. The Company does not have an equity-based remuneration scheme. b. The Company's Security Trading Policy is available in the Corporate Governance section of the Company's website at www.classicminerals.com.au c.



	Principle 9 – Additional recommendations that	t 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.	Does not apply.
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	Does not apply.
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.	Does not apply.

Additional disclosures applicable to externally managed listed entities		
	Alternative to Recommendation 1.1 for externally managed listed entities:	
	The responsible entity of an externally managed listed entity should disclose:	N/A
-	a. the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;b. the role and responsibility of the board of the responsible entity for overseeing those arrangements.	
-	Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities: An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	N/A

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

Classic Minerals Limited

ABN/ARBN

77 119 484 016

Financial year ended:

30 June 2022

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

□ These pages of our annual report:

This URL on our website:

http://www.classicminerals.com.au/corpgov.php

The Corporate Governance Statement is accurate and up to date as at [insert effective date of statement] and has been approved by the board.

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

Date: 28/09/2022

Name of authorised officer authorising lodgement:

Madhukar Bhalla, Company Secretary.

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

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 " \underline{OR} " at the end of the selection and you delete the other options, you can also, if you wish, delete the " \underline{OR} " at the end of the selection.

ANNEXURE - KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINC	CIPLE 1 - LAY SOLID FOUNDATIONS FOR MANAGEMENT AND O	/ERSIGHT	
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: <u>http://www.classicminerals.com.au/corpgov.php</u> [insert location]	 set out in our Corporate Governance Statement <u>OR</u> we are an externally managed entity and this recommendation is therefore not applicable
1.2	 A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. 		 set out in our Corporate Governance Statement <u>OR</u> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.		 set out in our Corporate Governance Statement <u>OR</u> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.		 set out in our Corporate Governance Statement <u>OR</u> we are an externally managed entity and this recommendation is therefore not applicable

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

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

Corpo	rate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	 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: http://www.classicminerals.com.au/corpgov.php [insert location] and we have disclosed the information referred to in paragraph (c) at: http://www.classicminerals.com.au/corpgov.php [insert location] and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.	 set out in our Corporate Governance Statement <u>OR</u> we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.6	 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. 	Image: Second system and we have disclosed the evaluation process referred to in paragraph (a) at: http://www.classicminerals.com.au/corpgov.php <i>insert location</i>] and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: http://www.classicminerals.com.au/corpgov.php <i>insert location</i>]	 set out in our Corporate Governance Statement <u>OR</u> we are an externally managed entity and this recommendation is therefore not applicable
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: <u>http://www.classicminerals.com.au/corpgov.php</u> [<i>insert location</i>] and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: <u>http://www.classicminerals.com.au/corpgov.php</u> [<i>insert location</i>]	 set out in our Corporate Governance Statement <u>OR</u> we are an externally managed entity and this recommendation is therefore not applicable

Corpor	rate 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
PRINC	IPLE 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. 	□ [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: [insert location] and the information referred to in paragraphs (4) and (5) at: [insert location] ⊠ [If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at: http://www.classicminerals.com.au/corpgov.php [insert location]	 set out in our Corporate Governance Statement <u>OR</u> we are an externally managed entity and this recommendation is therefore not applicable
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.	Image: Second start in the second start is the second s	 set out in our Corporate Governance Statement <u>OR</u> we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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. 	Image: Sector of the sector	□ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.		 set out in our Corporate Governance Statement <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

Corpo	rate 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
PRINC	IPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY	Y AND RESPONSIBLY	
3.1	A listed entity should articulate and disclose its values.	Image: state stat	□ 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: <u>http://www.classicminerals.com.au/corpgov.php</u> [insert location]	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: <u>http://www.classicminerals.com.au/corpgov.php</u> [insert location]	Set out in our Corporate Governance Statement
3.4	 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy. 	And we have disclosed our anti-bribery and corruption policy at: <u>http://www.classicminerals.com.au/corpgov.php</u> [insert location]	□ set out in our Corporate Governance Statement

Corpora	ate 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
PRINCI	PLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPOR	TS	
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. 	□ [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: [insert location] and the information referred to in paragraphs (4) and (5) at: [insert location] ☑ [If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at: http://www.classicminerals.com.au/corpgov.php [insert location]	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

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
PRINCI	PLE 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.	Image: Second system Image: Second system and we have disclosed our continuous disclosure compliance policy at: http://www.classicminerals.com.au/corpgov.php [insert location]	□ 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
PRINCI	PLE 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.	Image: Second system Image: Second system and we have disclosed information about us and our governance on our website at: Image: Second system http://www.classicminerals.com.au/corpgov.php Image: Second system [insert location] Image: Second system	□ 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: <u>http://www.classicminerals.com.au/corpgov.php</u> [<i>insert location</i>]	□ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.		set out in our Corporate Governance Statement

Corpor	ate 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	
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	
PRINC	PLE 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. 	□ [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: [insert location] and the information referred to in paragraphs (4) and (5) at: [insert location] ☑ [If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: http://www.classicminerals.com.au/corpgov.php [insert location]	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. 	Image: Second system and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: http://www.classicminerals.com.au/corpgov.php [insert location]	□ set out in our Corporate Governance Statement	

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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. 	□ [If the entity complies with paragraph (a):] and we have disclosed how our internal audit function is structured and what role it performs at: [insert location] ☑ [If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: http://www.classicminerals.com.au/corpgov.php [insert location]	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.	Image: Second system Image: Second system Image: Second	□ set out in our Corporate Governance Statement

Corpora	te Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵				
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY							
8.1	 The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. 	□ [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: [insert location] and the information referred to in paragraphs (4) and (5) at: [insert location] [If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: http://www.classicminerals.com.au/corpgov.php [insert location]	 set out in our Corporate Governance Statement <u>OR</u> we are an externally managed entity and this recommendation is therefore not applicable 				
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.	Image: Second	 set out in our Corporate Governance Statement <u>OR</u> we are an externally managed entity and this recommendation is therefore not applicable 				
8.3	 A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it. 	and we have disclosed our policy on this issue or a summary of it at: [insert location]	 set out in our Corporate Governance Statement <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 				

Corpor	ate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵				
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES							
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	and we have disclosed information about the processes in place at: 	 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 				
ADDITI	ONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGE	D LISTED ENTITIES					
-	 Alternative to Recommendation 1.1 for externally managed listed entities: The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements. 	and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	Set out in our Corporate Governance Statement				

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in <u>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
-		and we have disclosed the terms governing our remuneration as manager of the entity at:	□ set out in our Corporate Governance Statement
		[insert location]	