

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

MEEKA METALS LIMITED

ACN

080 939 135

Financial year ended:

30 June 2024

Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

These pages of our annual report:



This URL on our website:

<https://meekametals.com.au/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 27 September 2023 and has been approved by the board.

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

Date: 27 September 2024

Name of authorised officer authorising lodgement: Tony Brazier

<sup>1</sup> "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.

<sup>2</sup> 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.

<sup>3</sup> 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, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
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.	<input checked="" type="checkbox"/> and we have disclosed our board charter at: <a href="https://meekametals.com.au/corporate-governance/">https://meekametals.com.au/corporate-governance/</a>	
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.	<input checked="" type="checkbox"/>	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	

<sup>4</sup> 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/”).

<sup>5</sup> 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, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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: <sup>5</sup>
<p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(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</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either: <ul style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ul> </li> </ul> </li> </ul> <p>If the entity was in the S&amp;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.</p>	<p>and we have disclosed our diversity policy at:  <a href="https://meekametals.com.au/corporate-governance/">https://meekametals.com.au/corporate-governance/</a></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
<p>1.6 A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(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.</li> </ul>	<p><input checked="" type="checkbox"/> and we have disclosed our board evaluation policy at:  <a href="https://meekametals.com.au/corporate-governance/">https://meekametals.com.au/corporate-governance/</a></p>	

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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.	<input checked="" type="checkbox"/> and we have disclosed our board evaluation policy at: <a href="https://meekametals.com.au/corporate-governance/">https://meekametals.com.au/corporate-governance/</a>	

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<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>		
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement and we have disclosed our nomination committee charter at: <a href="https://meekametals.com.au/corporate-governance/">https://meekametals.com.au/corporate-governance/</a>
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.	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(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</p> <p>(c) the length of service of each director.</p>	<input checked="" type="checkbox"/>

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2.4	A majority of the board of a listed entity should be independent directors.		<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
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.		<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/>	
3.2	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material breaches of that code by a director or senior executive; and</li> <li>(2) any other material breaches of that code that call into question the culture of the organisation.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://meekametals.com.au/corporate-governance/">https://meekametals.com.au/corporate-governance/</a>	
3.3	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a whistleblower policy; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://meekametals.com.au/corporate-governance/">https://meekametals.com.au/corporate-governance/</a>	
3.4	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose an anti-bribery and corruption policy; and</li> <li>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://meekametals.com.au/corporate-governance/">https://meekametals.com.au/corporate-governance/</a>	

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<input checked="" type="checkbox"/> and we have disclosed our audit committee charter at: <a href="https://meekametals.com.au/corporate-governance/">https://meekametals.com.au/corporate-governance/</a>	
4.2	<p>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.</p>	<input checked="" type="checkbox"/>	
4.3	<p>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.</p>	<input checked="" type="checkbox"/>	

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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://meekametals.com.au/corporate-governance/">https://meekametals.com.au/corporate-governance/</a>	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://meekametals.com.au/corporate-governance/">https://meekametals.com.au/corporate-governance/</a>	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: <a href="https://meekametals.com.au/corporate-governance/">https://meekametals.com.au/corporate-governance/</a>	
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.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	



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<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>		
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
7.2	<p>The board or a committee of the board should:</p> <p>(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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<input checked="" type="checkbox"/> and we have disclosed our risk management policy at: <a href="https://meekametals.com.au/corporate-governance/">https://meekametals.com.au/corporate-governance/</a>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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.</p>	<input checked="" type="checkbox"/>

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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.	<input checked="" type="checkbox"/>	

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<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>		
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
8.2	<p>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.</p>	<p><input checked="" type="checkbox"/> 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 in the remuneration report within the 2024 annual report.</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it within our remuneration and nomination committee charter at: <a href="https://meekametals.com.au/corporate-governance/">https://meekametals.com.au/corporate-governance/</a></p>

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<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
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.	<input checked="" type="checkbox"/> 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.	<input checked="" type="checkbox"/> 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.	<input checked="" type="checkbox"/> Not Applicable	

## CORPORATE GOVERNANCE STATEMENT

The board of Meeka Metals Limited (the “Company”) is committed to achieving and demonstrating the highest standards of corporate governance. The board continues to review the framework and practices to ensure they meet the interests of shareholders. The Company has adopted systems of control and accountability as the basis for the administration of corporate governance.

The board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company’s needs. This Corporate Governance Statement has been structured with reference to the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations 4<sup>th</sup> edition to the extent that they are applicable to the Company.

Information about the Company’s corporate governance practices are set out in this statement and is current as at 27 September 2024.

### BOARD OF DIRECTORS

The Company’s constitution provides that the number of directors shall not be less than three. There is no requirement for directors to hold the Company’s shares.

If the Company’s activities increase in volume, nature and scope, the size of the board will be reviewed, and the optimum number of directors required to adequately supervise the Company’s activities will be determined within the limitations imposed by the constitution and as circumstances demand.

The membership of the board, its activities and composition are subject to periodic review. The criteria for determining the identification and application of a suitable candidate for the board shall include the quality of the individual, background of experience and achievement, compatibility with other board members, credibility within the Company’s scope of activities, intellectual ability to contribute to board duties and physical ability to undertake board duties and responsibilities. Board performance was evaluated continuously during the reporting period.

Directors are initially appointed by the full board, subject to election by shareholders at the next annual general meeting. Under the Company’s constitution the tenure of a director (other than managing director, and only one managing director where the position is jointly held) is subject to reappointment by shareholders not later than the third anniversary following his or her last appointment. Subject to the requirements of the Corporations Act, the board does not subscribe to the principle of retirement age and there is no maximum period of service as a director. A managing director may be appointed for the year and on any terms the directors think fit and, subject to the terms of any agreement entered into, the appointment may be revoked on notice. Written agreements with each director and senior executive setting out the terms of their engagement are put in place upon appointment.

The company secretary is accountable directly to the board, through the chair, on all matters to do with proper board function. The Company encourages the external auditor to attend and address any security holder questions relevant to the audit.

### COMMITTEES OF THE BOARD

The entire board acts as the Audit Committee (“Committee”) given the limited size of the Company and board.

The role of the Committee is to:

- a) Monitor the integrity of the financial statements of the Company, reviewing significant financial reporting judgements;
- b) Review the Company’s internal financial control systems and, unless expressly addressed by a separate risk committee or by the board itself, risk management systems;
- c) Monitor and review the external audit function including matters concerning appointment and remuneration, independence and non-audit services; and,
- d) Perform such other functions as assigned by law, the Company’s constitution or the board.

The board has established a framework for the management of the Company including a system of internal controls, a business risk management process and the establishment of appropriate ethical standards.

Given the current size of the board, the Company does not have a remuneration committee. The board reviews remuneration levels on an individual basis, the size of the Company making individual assessment more appropriate than formal remuneration policies. In doing so, the board seeks to retain professional services as it requires, at reasonable market rates, and seeks external advice and market comparisons where necessary.

There is no formal nomination committee. Acting in its ordinary capacity from time to time as required, the board carries out the process of determining the need for, screening and appointing new directors. In view of the size and resources available to the Company, it is not considered that a separate nomination committee would add any substance to this process.

## INDEPENDENCE

Given the Company's present size and scope, it is currently not the Company's policy to have a majority of independent directors. Directors have been selected to bring specific skills and industry experience to the Company. The board has an expansive range of relevant industry experience, financial, legal and other skills and expertise to meet its objectives.

When determining the independent status of each director the board has considered whether the director:

- Is a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company.
- Is employed or has previously been employed in an executive capacity by the Company, and there has not been a period of at least three years between ceasing such an employment and serving on the board.
- Has within the last three years been a principal of a material professional adviser or a material consultant to the Company, or an employee materially associated with the services provided.
- Is a material supplier or customer of the Company or an officer of or otherwise associated directly or indirectly with a material supplier or customer.
- Has a material contractual relationship with the Company other than as a director.

## APPOINTMENTS TO OTHER BOARDS

Directors are required to take into consideration any potential conflicts of interest when accepting appointments to other boards.

## INDEPENDENT PROFESSIONAL ADVICE

The board has determined that individual directors have the right in connection with their duties and responsibilities as directors, to seek independent professional advice at the Company's expense. With the exception of expenses for legal advice in relation to directors' rights and duties, the engagement of an external adviser is subject to prior approval of the chairman and this will not be withheld unreasonably.

## GENDER DIVERSITY

To assist in the successful execution of the Company's strategy and achievement of its objectives, the Company aims to recruit, develop and retain a talented, diverse and motivated workforce that shares the Company's values. The board and management have developed diversity objectives for the Company.

The Company aspires to attract and retain a workforce profile which reflects as far as possible the talent available in the communities in which it operates. This requires the Company to achieve workforce diversity in all its forms, including gender, age, geographical location, race and ethnicity, religion, and cultural background. The Company's policies and procedures enable and support a diverse workforce.

The Company believes that attracting its workforce from a diverse pool will provide it with the best talent and most effectively deliver its strategy to achieve diversification of its workforce, including:

- Focus on increasing female participation in management and all other levels of the Company.
- Monitor and report the number of females within the Company.
- Continue to respect differences in ethnicities and religious practices and belief of all employees.
- Reviewing the means by which the Company recruits new employees and setting appropriate diversification goals to facilitate the recruitment of diversity within all levels of the Company.

This Diversity Policy is also supported by internal processes that will set out measurable objectives to support the achievement of diversity across the Company.

## CONTINUOUS REVIEW OF CORPORATE GOVERNANCE

The board considers, on an ongoing basis, how management information is presented to it and whether such information is sufficient to enable it to discharge its duties. Such information must be sufficient to enable the board to determine appropriate operating and financial strategies from time to time in light of changing circumstances and economic conditions. The board recognises that mineral exploration is a business with inherent risks and that operational strategies adopted should, notwithstanding, be directed towards improving or maintaining the net worth of the Company.

## CODE OF CONDUCT

The Company has adopted a Code of Conduct for the Company's executives that promote the highest standards of ethics and integrity in carrying out their duties.

The Code of Conduct can be found on the Company's website at [www.meekametals.com.au](http://www.meekametals.com.au).

## CONTINUOUS DISCLOSURE

The board aims to ensure that the market is properly informed of all information that must be disclosed under the ASX Listing Rules (Listing Rule 3.1 in particular).

There must at all times be a system in place to collect and process information that could realistically be disclosed. The ultimate determination as to whether or not to disclose in doubtful cases may be made by the board and/or chairman, considering the overall situation of the Company and, if necessary, legal or other advice. To assist in this regard, and, where appropriate, to determine whether information must be disclosed, the Company has established a Continuous Disclosure Compliance Committee ("Compliance Committee") to deal with continuous disclosure issues. The Compliance Committee consists of the chairman and company secretary and, when required and available, any other director.

The obligation to keep the board fully informed of any significant internal issue relating to or affecting the Company is central to the training and development of all Company employees, contractors and consultants.

## RISK MANAGEMENT SYSTEMS

The identification and management of risk, including calculated risk-taking activity is viewed by management as an essential component in creating shareholder value.

Management is responsible for developing, maintaining and improving the Company's risk management and internal control system. Management provides the board with periodic reports identifying areas of potential risks and the safeguards in place to efficiently manage material business risks. These risk management and internal control systems are in place to protect the Company's financial statements from potential misstatement, and the board is responsible for satisfying itself annually, or more frequently as required, that management has developed a sound system of risk management and internal control.

Strategic and operational risks are reviewed at least annually as part of the forecasting and budgeting process. The Company has identified and actively monitors risks inherent in the industry in which the Company operates.

The board also receives a written assurance from the company secretary that to the best of their knowledge and belief, the declaration provided to the board in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control, and that the system is operating effectively in relation to financial reporting risks. The board notes that due to its nature, internal control assurance from the company secretary can only be reasonable rather than absolute. This is due to such factors as the need for judgement, the use of testing on a sample basis, the inherent limitations in internal control and because much of the evidence is persuasive rather than conclusive and therefore is not and cannot be designed to detect all weaknesses in internal control procedures.

## COMMUNICATION WITH SHAREHOLDERS

The Company respects the rights of its shareholders and to facilitate the effective exercise of those rights in the Company is committed to:

- Communicating effectively with shareholders;
- Providing shareholders with ready access to balanced and understandable information about the Company and corporate proposals; and
- Making it easier for shareholders to participate in general meetings of the Company.

The Company sees its website [www.meekametals.com.au](http://www.meekametals.com.au) as an important tool for effective communication and all information disclosed to ASX is posted on the Company's website as soon as practicable after disclosure.

The board encourages full participation of shareholders at the annual general and other general meetings. It uses these meetings to assist shareholders in understanding the Company's objectives and strategies in relation to its business activities.

The board encourages shareholders to discuss Company issues with directors and to facilitate this contact provides details of authorised Company contacts on all disseminated information.

## ASX PRINCIPLES OF GOOD CORPORATE GOVERNANCE

The board has reviewed its current practices considering the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4<sup>th</sup> edition with a view to making amendments where applicable after considering the Company's size and the resources it has available.

As the Company's activities develop in volume, nature and scope, the size of the board and the implementation of any additional formal governance committees will be considered.

The following table sets out the ASX Corporate Governance Guidelines with which the Company does not comply:



**ASX Principle**

**Reference/comment**

**Principle 2: Structure the board to add value**

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|-----|---|---|
| 2.1 | The board should establish a nomination committee.  | Given the size of the board there is no formal nomination committee. Acting in its ordinary capacity from time to time as required, the board carries out the process of determining the need for, screening and appointing new directors. In view of the size and resources available to the Company, it is not considered that a separate nomination committee would add any substance to this process.   |
| 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. | The Company supports the appointment of directors who bring a wide range of skills and experience. While the Company does not disclose its formal skills matrix, it does consider directors attributes prior to any appointment.  |
| 2.4 | A majority of the board should be independent directors and the chair should be an independent director.  | Given the Company's present size and scope, it is currently not Company policy to have a majority of independent directors. Directors have been selected to bring specific skills and industry experience to the Company. Mr Roger Steinepreis is considered not to be independent by virtue of being a partner of a material adviser to the Company. Mr Paul Chapman, Mr Tim Davidson and Mr Paul Adams and are deemed not to be independent to the Company. |
| 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.               | The chair, Mr Paul Chapman is deemed not to be independent to the Company due to his shareholding in the Company.   |

**Principle 7: Recognise and manage risk**

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| 7.1 | The board should establish a risk committee. | The Company does not have a risk committee. The Company has a risk management policy which is posted on the Company's website. The board believes that, with only four directors on the board, the board itself is the appropriate forum to deal with this function. The board continuously reviews and addresses risks facing the Company. |
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**Principle 8: Remunerate fairly and responsibly**

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| 8.1 | The board should establish a remuneration committee. | Given the current size of the board, the Company does not have a remuneration committee. The Board as a whole reviews remuneration levels on an individual basis. Due to the size of the Company, making individual assessment is more appropriate than formal remuneration policies. In doing so, the board seeks to retain professional services as it requires, at reasonable market rates, and seeks external advice and market comparisons where necessary. |
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