



Podium Minerals Limited  
ACN 009 200 079 (**Company**)

The Board of Directors of the Company (**Board**) are committed to achieving and maintaining high standards of performance and corporate governance.

The Company supports the 4<sup>th</sup> Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Recommendations**).

The Company's practices are largely consistent with the Recommendations. The Board considers that the implementation of a small number of Recommendations is not appropriate, for the reasons set out below in relation to the items concerned. The Board uses its best endeavours to ensure that exceptions to the Recommendations do not have a negative impact on the Company and the best interests of shareholders as a whole.

The directors of the Company (**Directors**, being either Non-Executive Directors or Executive Directors) are responsible to the shareholders for the performance of the Company in both the short and the longer term and seek to balance sometimes competing objectives in the best interests of the Company as a whole. Their focus is to enhance the interests of shareholders and other key stakeholders and to ensure the Company is properly managed.

As required by the ASX Listing Rules, the Company's main corporate governance policies and practices are summarised below, having regard to the Recommendations. Details of the Company's corporate governance plan and related documents are available online at <https://podiumminerals.com/our-company/corporate-governance/>.

This corporate governance statement was current as at 30 June 2023 and has been adopted by the Board on 21 September 2023.

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<b>Principle 1 - Lay solid foundations for management and oversight</b>		
<p><b>Recommendation 1.1: A listed entity should have and disclose a board charter setting out:</b></p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<b>Yes</b>	<p>The Board has adopted a formal charter that details the functions and responsibilities of the Board and management (<b>Board Charter</b>).</p> <p>As provided for in the Board Charter, the Board is responsible for all matters relating to the running of the Company, and more specifically, all matters relating to the policies, practices, management and operations of the Company.</p> <p>The responsibilities of the Board as a whole, the Chair, individual Directors and the functions delegated to Senior Management are set out in more detail the Company's Board Charter, which is available on the Corporate Governance page of the Company's website <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>
<p><b>Recommendation 1.2: A listed entity should:</b></p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(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.</p>	<b>Yes</b>	<p>The Board will consider nominations for appointment or election of Directors that may arise from time to time, having regard to the skills and experience required by the Company and procedures outlined in the Company's constitution and the <i>Corporations Act 2001</i> (Cth).</p> <p>The Company undertakes appropriate checks before appointing a person, or putting forward to shareholders a candidate for election, as a Director. Candidates are assessed through interviews, meetings and background and reference checks (which may be conducted both by external consultants and by Directors) as appropriate.</p> <p>The Company gives shareholders all material information in its possession relevant to the decision whether or not to elect or re-elect a Director, either in the notice of meeting and explanatory statement for the relevant meeting of shareholders which addresses the election or re-election of the Director, or by including in the notice a clear reference to the location on the Company's website, Annual Report or other document lodged with ASX where the information can be found.</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p><b>Recommendation 1.3: A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</b></p>	<p><b>Yes</b></p>	<p>Under the Board Charter, the Company must have a written agreement with each Director and senior executive setting out the terms of their appointment.</p> <p>Each Non-Executive Director receives a letter formalising their appointment and outlining the material terms of their appointment. Each Non-Executive Director has signed a letter of appointment.</p> <p>Each Executive Director has signed an executive service agreement setting out their duties, obligations and remuneration.</p>
<p><b>Recommendation 1.4: The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</b></p>	<p><b>Yes</b></p>	<p>As set out in the Board Charter, the Company Secretary is accountable to the Board, through the Chair, on all governance matters and reports directly to the Chair as the representative of the Board. The Company Secretary has primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively.</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not												
<p><b>Recommendation 1.5: A listed entity should:</b></p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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 the Act.</p>	<p><b>Yes</b></p>	<p>The Board has implemented a Diversity Policy in line with the ASX's Corporate Governance guidelines. The Company believes that the promotion of diversity on its Boards, in senior management and within the organisation generally is good practice.</p> <p>The Diversity Policy seeks to attract and retain people by promoting an environment where employees are treated with fairness and respect and have equal access to opportunities as they arise. Diversity within the workforce includes such factors as religion, race, ethnicity, language, gender, disability and age.</p> <p><b>Measurable objectives</b></p> <p>The recommendations of the Corporate Governance Council relating to reporting require a Board to set measurable objectives for achieving diversity within the organisation, and to report against them on an annual basis. The Company has implemented measurable objectives as follows:</p> <table border="1" data-bbox="1099 722 1984 1449"> <thead> <tr> <th data-bbox="1099 722 1413 802">Measurable Objective</th> <th data-bbox="1413 722 1563 802">Objective Satisfied</th> <th data-bbox="1563 722 1984 802">Comment</th> </tr> </thead> <tbody> <tr> <td data-bbox="1099 802 1413 970">To ensure Company policies are consistent with and aligned with the goals of the Diversity Policy.</td> <td data-bbox="1413 802 1563 970">Yes</td> <td data-bbox="1563 802 1984 970">The Company's selection, remuneration and promotion practices are merit based and as such are consistent with the goals of the Company's Diversity Policy.</td> </tr> <tr> <td data-bbox="1099 970 1413 1281">To provide flexible work and salary arrangements to accommodate family commitments, study and self-improvement goals, cultural traditions and other personal choices of current and potential employees.</td> <td data-bbox="1413 970 1563 1281">Yes</td> <td data-bbox="1563 970 1984 1281">The Company does, where considered reasonable, and without prejudice, accommodate requests for flexible working arrangements.</td> </tr> <tr> <td data-bbox="1099 1281 1413 1449">To implement clear and transparent policies governing reward and recognition practices.</td> <td data-bbox="1413 1281 1563 1449">Yes</td> <td data-bbox="1563 1281 1984 1449">The Company grants reward and promotion based solely on merit and responsibility as part of its annual and ongoing review processes.</td> </tr> </tbody> </table>	Measurable Objective	Objective Satisfied	Comment	To ensure Company policies are consistent with and aligned with the goals of the Diversity Policy.	Yes	The Company's selection, remuneration and promotion practices are merit based and as such are consistent with the goals of the Company's Diversity Policy.	To provide flexible work and salary arrangements to accommodate family commitments, study and self-improvement goals, cultural traditions and other personal choices of current and potential employees.	Yes	The Company does, where considered reasonable, and without prejudice, accommodate requests for flexible working arrangements.	To implement clear and transparent policies governing reward and recognition practices.	Yes	The Company grants reward and promotion based solely on merit and responsibility as part of its annual and ongoing review processes.
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<p><b>Recommendation 1.5 (continued)</b></p>		<table border="1" data-bbox="1099 228 1984 563"> <thead> <tr> <th data-bbox="1099 228 1413 308">Measurable Objective</th> <th data-bbox="1413 228 1563 308">Objective Satisfied</th> <th data-bbox="1563 228 1984 308">Comment</th> </tr> </thead> <tbody> <tr> <td data-bbox="1099 308 1413 563">To provide relevant and challenging professional development and training opportunities for all employees.</td> <td data-bbox="1413 308 1563 563">Yes</td> <td data-bbox="1563 308 1984 563">The Company seeks to continually encourage self-improvement in all employees, irrespective of seniority, ability or experience, through external and internal training courses, regular staff meetings and relevant on job mentoring.</td> </tr> </tbody> </table> <p data-bbox="1079 587 2056 786">The Company has not implemented specific measurable objectives regarding the proportion of females to be employed within the organisation or implement requirements for a proportion of female candidates for employment and Board positions. The Board considers that the setting of quantitative gender based measurable targets is not consistent with the merit and ability-based policies currently implemented by the Company.</p> <p data-bbox="1079 810 2056 906">The Board will consider the future implementation of gender-based diversity measurable objectives when more appropriate to the size and nature of the Company's operations.</p> <p data-bbox="1079 930 1294 962"><b>Gender diversity</b></p> <p data-bbox="1079 986 2056 1082">The Company, in keeping with the recommendations of the Corporate Governance Council provides the following information regarding the proportion of gender diversity in the organisation as at 30 June 2023:</p> <table border="1" data-bbox="1099 1098 1973 1329"> <thead> <tr> <th data-bbox="1099 1098 1420 1177"></th> <th data-bbox="1420 1098 1597 1177">Male</th> <th data-bbox="1597 1098 1771 1177">Female</th> <th data-bbox="1771 1098 1973 1177">Proportion Female</th> </tr> </thead> <tbody> <tr> <td data-bbox="1099 1177 1420 1225">Board</td> <td data-bbox="1420 1177 1597 1225">4</td> <td data-bbox="1597 1177 1771 1225">1</td> <td data-bbox="1771 1177 1973 1225">20%</td> </tr> <tr> <td data-bbox="1099 1225 1420 1273">Other Senior Executives</td> <td data-bbox="1420 1225 1597 1273">0</td> <td data-bbox="1597 1225 1771 1273">1</td> <td data-bbox="1771 1225 1973 1273">100%</td> </tr> <tr> <td data-bbox="1099 1273 1420 1329">All other employees</td> <td data-bbox="1420 1273 1597 1329">4</td> <td data-bbox="1597 1273 1771 1329">1</td> <td data-bbox="1771 1273 1973 1329">20%</td> </tr> </tbody> </table> <p data-bbox="1079 1353 2056 1449">The Company defines Senior Executives as those members of Key Management Personnel as set out in the Annual report, other than the Directors of the Company. As at 30 June 2023, this included the Chief Financial Officer of the Company.</p>	Measurable Objective	Objective Satisfied	Comment	To provide relevant and challenging professional development and training opportunities for all employees.	Yes	The Company seeks to continually encourage self-improvement in all employees, irrespective of seniority, ability or experience, through external and internal training courses, regular staff meetings and relevant on job mentoring.		Male	Female	Proportion Female	Board	4	1	20%	Other Senior Executives	0	1	100%	All other employees	4	1	20%
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<p><b>Recommendation 1.6: A listed entity should:</b></p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(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.</p>	<p><b>Yes</b></p>	<p>The Board regularly monitors its performance and the performance of the Directors and Board throughout the year. This may occur through an internal review led by the Chair or be performed with the assistance of external advisers as considered appropriate.</p> <p>Generally, evaluations are conducted initially by the Chair either formally via questionnaires and/or interviews covering matters such as each Director's individual contribution, Board performance and the functioning of the Board processes or informally with individual Director conversations and feedback provided. The overall outcomes are discussed by the Board with measures taken to improve the effectiveness and efficiency of the Board as appropriate.</p> <p>No formal performance evaluation review with respect to the Board, its committees or the individual Directors was undertaken during the year.</p>
<p><b>Recommendation 1.7: A listed entity should:</b></p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(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.</p>	<p><b>Yes</b></p>	<p>In accordance with the Company's Performance Evaluation Policy, all senior executives are subject to an annual performance evaluation. Each year, senior executives will establish a set of performance targets with the MD and CEO. These targets are aligned to overall business goals and the Company's requirements of the position.</p> <p>An informal assessment of progress is carried out throughout the year. A full evaluation of an executive's performance against the agreed targets takes place annually. This will normally occur in conjunction with goal setting for the coming year. As the Company is committed to continuous improvement and the development of its people, the results of the evaluation form the basis of the executive's development plan. Performance pay components of executives' packages are also dependent on the outcome of the evaluation.</p> <p>During the financial year ended 30 June 2023, all senior executives took part in the employee performance evaluation process performed for all employees of the Company.</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<b>Principle 2 – Structure the board to be effective and add value</b>		
<p><b>Recommendation 2.1: The Board of a listed entity should:</b></p> <p>(a) have a nomination committee which:</p> <ul style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ul> </li> </ul> <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>	<b>Yes</b>	<p>The Board has established a Remuneration and Nomination Committee, which operates in accordance with the Remuneration and Nomination Charter as set out on the Company's website at <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p> <p>The Remuneration and Nomination Committee comprises 3 members, Mr Linton Putland (Chair), Ms Cathy Moises and Mr Rod Baxter. As at 30 June 2023, all three members of the Committee were non-executives and independent directors.</p> <p>The Remuneration and Nomination Committee held one meeting during the year, which was attended by all members of the Committee.</p>

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<p><b>Recommendation 2.3: A listed entity should disclose:</b></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 or relationship of the type described in Box 2.3 (Factors relevant to assessing the independence of a director) 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>	<p><b>Yes</b></p>	<p>As at 30 June 2023, the Board consisted of:</p> <table border="1" data-bbox="1048 268 1921 746"> <thead> <tr> <th data-bbox="1048 268 1256 336">Name</th> <th data-bbox="1256 268 1480 336">Role</th> <th data-bbox="1480 268 1693 336">Independent?</th> <th data-bbox="1693 268 1921 336">Date appointed</th> </tr> </thead> <tbody> <tr> <td data-bbox="1048 336 1256 437">Sam Rodda</td> <td data-bbox="1256 336 1480 437">Managing Director<sup>1</sup></td> <td data-bbox="1480 336 1693 437">No</td> <td data-bbox="1693 336 1921 437">11 April 2022</td> </tr> <tr> <td data-bbox="1048 437 1256 539">Rod Baxter</td> <td data-bbox="1256 437 1480 539">Non-Executive Chairman<sup>2</sup></td> <td data-bbox="1480 437 1693 539">Yes</td> <td data-bbox="1693 437 1921 539">10 June 2021</td> </tr> <tr> <td data-bbox="1048 539 1256 641">Cathy Moises</td> <td data-bbox="1256 539 1480 641">Non-Executive Director</td> <td data-bbox="1480 539 1693 641">Yes</td> <td data-bbox="1693 539 1921 641">11 January 2021</td> </tr> <tr> <td data-bbox="1048 641 1256 746">Linton Putland</td> <td data-bbox="1256 641 1480 746">Non-Executive Director</td> <td data-bbox="1480 641 1693 746">Yes</td> <td data-bbox="1693 641 1921 746">3 November 2022</td> </tr> </tbody> </table> <p>1 – Mr Rodda resigned on 1 August 2023</p> <p>Sam Rodda was not considered independent on the basis that he was an executive of the company. Despite this, the Board believe that he was able to make, and did make, quality and independent judgments in the best interest of the Company on all relevant issues before the Board.</p> <p>2 – Mr Baxter was appointed Chairman and Interim CEO on 1 August 2023. Rod Baxter was considered independent at 30 June 2023. However, subsequent to the reporting date he is no longer considered independent due to his Executive role. Despite this, the Board believes that he will be able to make quality and independent judgments in the best interest of the Company on all relevant issues before the Board.</p> <p>The Board assesses the independence of Directors annually, or more frequently if circumstances require.</p> <p>A copy of the definition of independence adopted by the Company is annexed to the Company's Corporate Governance Plan at Annexure A, available on the Company's "Corporate Governance" page of the Company's website at <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>	Name	Role	Independent?	Date appointed	Sam Rodda	Managing Director <sup>1</sup>	No	11 April 2022	Rod Baxter	Non-Executive Chairman <sup>2</sup>	Yes	10 June 2021	Cathy Moises	Non-Executive Director	Yes	11 January 2021	Linton Putland	Non-Executive Director	Yes	3 November 2022
Name	Role	Independent?	Date appointed																			
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Linton Putland	Non-Executive Director	Yes	3 November 2022																			



ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p><b>Recommendation 2.5: The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</b></p>	<p><b>Yes</b></p>	<p>Rod Baxter, Non-executive Chairman, was considered independent as at 30 June 2023 as documented under Recommendation 2.3 above.</p> <p>The role of Chair and CEO were not undertaken by the same person.</p> <p>On 1 August 2023, Sam Rodda (Managing Director and CEO) resigned and Rod Baxter retained his position as Chairman and was appointed Interim CEO.</p> <p>A copy of the definition of independence adopted by the Company is annexed to the Company's Corporate Governance Plan at Annexure A, available on the Company's "Corporate Governance" page of the Company's website at <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>
<p><b>Recommendation 2.6: A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</b></p>	<p><b>Yes</b></p>	<p>As referred to in the Board Charter, new directors go through an induction process which includes meeting with key executives, tours of the premises, an induction package and presentations. The Company also assesses Director requirements for professional development on a case-by-case basis.</p>
<p><b>Principle 3 – Instil a culture of acting lawfully, ethically, and responsibly</b></p>		
<p><b>Recommendation 3.1: A listed entity should articulate and disclose its values.</b></p>	<p><b>Yes</b></p>	<p>The Board has approved a statement of values and charges the Directors with the responsibility of inculcating those values across the Company.</p> <p>A copy of the Company's statement of values is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/about-podium-minerals/">https://podiumminerals.com/about-podium-minerals/</a>.</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p><b>Recommendation 3.2: A listed entity should:</b></p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.</p>	<p><b>Yes</b></p>	<p>The Company seeks to encourage and develop a culture which will maintain and enhance its reputation as a valued corporate citizen of the countries where it operates and an employer which personnel enjoy working for.</p> <p>The Company has established a Code of Conduct that sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standards of behaviour expected from its Directors and employees. The Code of Conduct sets out policies in relation to various corporate and personal behaviour including safety, discrimination, respecting the law, anti-corruption, interpersonal conduct and conflict of interest.</p> <p>While the Code of Conduct seeks to prescribe standards of behaviour for all Company personnel to observe, it does not, and understandably cannot, identify every ethical issue that an individual might face. The Code of Conduct's objective is to provide a framework for decisions and actions in relation to ethical conduct in employment, to safeguard the Company's reputation and to make clear the consequences of breaching the Code of Conduct.</p> <p>A copy of the Company's Code of Conduct is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>
<p><b>Recommendation 3.3: A listed entity should:</b></p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.</p>	<p><b>Yes</b></p>	<p>The Board has adopted a whistle-blower protection policy to ensure concerns regarding unacceptable conduct including breaches of the Company's code of conduct can be raised on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment. The purpose of this policy is to promote responsible whistle blowing about issues where the interests of others, including the public, or of the organisation itself are at risk.</p> <p>A copy of the Company's whistle-blower policy is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>

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<p><b>Recommendation 3.4: A listed entity should:</b></p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that policy.</p>	<p><b>Yes</b></p>	<p>The Board is committed to acting professionally, fairly and with integrity in all business dealings. The Board has adopted an anti-bribery and anti-corruption policy for the purpose of setting out the responsibilities in observing and upholding the Company's position on bribery and corruption provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.</p> <p>A copy of the Company's anti-bribery and corruption policy is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>

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<b>Principle 4 – Safeguard the integrity of corporate reports</b>		
<p><b>Recommendation 4.1: The board of a listed entity should:</b></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>	<p><b>Yes</b></p>	<p>The Board has established an Audit and Risk Committee, which operates in accordance with the Audit and Risk Committee Charter as set out on the Company's website at <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p> <p>The Audit and Risk Committee comprises 3 members, Ms Cathy Moises (Chair), Mr Rod Baxter and Mr Linton Putland. All three members of the Committee were non-executives and independent directors during the year. The relevant qualifications of the members of the Committee can be found in the Directors Report included in the Annual Report and at <a href="http://www.podiumminerals.com">www.podiumminerals.com</a>.</p> <p>The Audit and Risk Committee held one meeting during the year, which was attended by all members of the Committee.</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p><b>Recommendation 4.2: The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</b></p>	<p><b>Yes</b></p>	<p>Under the Company's Risk Management Policy, which is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>, the CEO and CFO (or those fulfilling those roles) will provide a written declaration of assurance that in their opinion, the financial records of the Company for any financial period have been properly maintained, comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p> <p>Such declarations were obtained in relation to the issue of the Half-year Report and its Annual Report.</p>
<p><b>Recommendation 4.3: A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</b></p>	<p><b>Yes</b></p>	<p>When preparing reports for release to the market including the quarterly activity and cash flow reports, these reports shall be prepared and reviewed by the CEO before being presented to the Board for review and approval. Such reports shall not be released to market without this review and approval process by executive management and the Board.</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<b>Principle 5 – Make timely and balanced disclosure</b>		
<p><b>Recommendation 5.1: A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under ASX Listing Rule 3.1.</b></p>	<p><b>Yes</b></p>	<p>The Company has established a Continuous Disclosure Policy which is designed to guide compliance with ASX Listing Rule disclosure requirements, and to ensure that all Directors, senior executives and employees of the Company understand their responsibilities under the policy. The Continuous Disclosure Policy is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p> <p>The Continuous Disclosure Policy:</p> <ul style="list-style-type: none"> <li>(a) raises awareness of the Company's obligations under the continuous disclosure regime;</li> <li>(b) establishes a process to ensure that information about the Company which may be market sensitive and which may require disclosure is brought to the attention of the Chairman, being the person/s primarily responsible for ensuring the Company complies with its continuous disclosure obligations, in a timely manner and is kept confidential; and</li> <li>(c) sets out the obligation of Directors, officers and employees of the Company to ensure that the Company complies with its continuous disclosure obligations.</li> </ul> <p>The Board has designated the Chair of the Board as the person primarily responsible for ensuring that the Continuous Disclosure Policy is implemented and that all relevant information is disclosed as required.</p> <p>In accordance with the Company's Continuous Disclosure Policy, all information provided to ASX for release to the market is also posted to the Company's website.</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p><b>Recommendation 5.2: A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.</b></p>	<p><b>Yes</b></p>	<p>The Board has appointed the Company Secretary as the person responsible for communicating with ASX and overseeing and coordinating the timely disclosure of information to ASX, subject to prior review and approval of all announcements by the Directors. The Company Secretary ensures that the Board are aware of when any announcement is due to go out and when the confirmation of release is received by the ASX, the Company Secretary promptly forwards this to the Board.</p> <p>The Continuous Disclosure Policy of the Company is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>
<p><b>Recommendation 5.3: A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</b></p>	<p><b>Yes</b></p>	<p>The Board has appointed the Company Secretary as the person responsible for communicating with ASX and overseeing and coordinating the timely disclosure of information to ASX, subject to prior review and approval of all announcements by the Directors. The Company Secretary ensures any substantive presentations are released to the ASX Market Announcements Platform ahead of the presentation and in accordance with the Continuous Disclosure Policy of the Company, a copy of which is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>
<p><b>Principle 6 – Respect the rights of security holders</b></p>		
<p><b>Recommendation 6.1: A listed entity should provide information about itself and its governance to investors via its website.</b></p>	<p><b>Yes</b></p>	<p>The Board aims to ensure that the Company's shareholders are informed of all major developments affecting the Company's state of affairs.</p> <p>The Company keeps investors informed through its website, <a href="https://podiumminerals.com/">https://podiumminerals.com/</a>, which contains information on the Company, the Board and the corporate governance policies and procedures of the Company. Through its website, investors can access copies of the Company's annual, half-yearly and quarterly reports (for at least three historical years), announcements to the ASX, notices of meeting, presentations and key media coverage.</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p><b>Recommendation 6.2: A listed entity should have an investor relations program that facilitates effective two-way communications with investors.</b></p>	<p><b>Yes</b></p>	<p>The Company has a Shareholder Communication Strategy which is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>. The Shareholder Communication Strategy encourages shareholder participation and engagement with the Company. This strategy also facilitates communication directly between shareholders and the Company, with any shareholder queries coordinated through the Company Secretary or CFO.</p>
<p><b>Recommendation 6.3: A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</b></p>	<p><b>Yes</b></p>	<p>The Shareholder Communication Strategy encourages shareholder participation at shareholders' meetings. Shareholders are provided with all notices of meeting prior to meetings. The Company's lead auditor is also made available for questions at the annual general meeting. Shareholders are also always given the opportunity to ask questions of the Directors and management, either during or after shareholders' meetings.</p>
<p><b>Recommendation 6.4: A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</b></p>	<p><b>Yes</b></p>	<p>The Company conducts a poll at meetings of security holders to decide each resolution.</p>
<p><b>Recommendation 6.5: A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</b></p>	<p><b>Yes</b></p>	<p>The Company provides information through its website, enabling security holders to email the Company and to receive Company announcements by email. The share registry also provides (through its website, links to which can be found on the Company's website) the ability to email the share registry and to receive documents by email from the share registry.</p>



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<b>Principle 7 – Recognise and manage risk</b>		
<p><b>Recommendation 7.1: The board of a listed entity should:</b></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,</p> <p>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 paragraph (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><b>Yes</b></p>	<p>The Board has established an Audit and Risk Committee, which operates in accordance with the Audit and Risk Committee Charter as set out on the Company's website at <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a></p> <p>The Audit and Risk Committee comprised 3 members, Ms Cathy Moises (Chair), Mr Rod Baxter and Mr Linton Putland. All three members of the Committee were non-executives and independent directors. The relevant qualifications of the members of the Committee can be found in the Directors Report included in the Annual Report and at <a href="http://www.podiumminerals.com">www.podiumminerals.com</a>.</p> <p>The Audit and Risk Committee held one meeting during the year, which was attended by all members of the Committee.</p>

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<p><b>Recommendation 7.2: The board or a committee of the board should:</b></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>	<p><b>Yes</b></p>	<p>The Company is committed to the identification, monitoring and management of risks associated with its business activities and has established policies in relation to the implementation of practical and effective control systems. The Company has established a Risk Management Policy, which is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p> <p>Under the Company's Risk Management Policy, the Board reviews all major strategies and purchases for their impact on the risks facing the Company and makes appropriate recommendations. The Company also undertakes an annual review of operations to update its risk profile, which normally occurs in conjunction with the strategic planning process. This annual review occurred during the reporting period. The Board also undertakes a quarterly review of the risk areas identified in the Risk Management Policy.</p> <p>These reviews did occur during the year.</p>
<p><b>Recommendation 7.3: A listed entity should disclose:</b></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>	<p><b>Yes</b></p>	<p>The Company does not have an independent internal audit function. Due to the nature and size of the Company's operations, and the Company's ability to derive substantially all of the benefits of an independent internal audit function in the manner disclosed below, the expense of an independent internal auditor is not considered to be appropriate.</p> <p>The Board performs all key elements of an internal audit function, including:</p> <p>(a) evaluating and seeking and obtaining reasonable assurance that risk management, control and governance systems are functioning as intended and will enable the Company's objectives and goals to be met;</p> <p>(b) evaluating information security and associated risk exposures;</p> <p>(c) evaluating regulatory compliance programs with consultation from internal and external legal counsel;</p> <p>(d) evaluating the Company's preparedness in case of business interruption; and</p> <p>(e) providing oversight of the Company's anti-fraud programs.</p>

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<p><b>Recommendation 7.3 (continued)</b></p>		<p>The Board delegates to the Company Secretary/one or more appropriate Senior Executives the authority to implement any non-strategic amendments to risk management systems required as a result of changed circumstances, or where the potential for improvement has been identified; reporting all such matters to the Board for consideration at its next meeting. The Board may also seek recommendations from appropriate Senior Executives where strategic changes to risk management and internal control processes are required.</p>
<p><b>Recommendation 7.4: A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</b></p>	<p><b>Yes</b></p>	<p>The Company identifies and manages material exposure to environmental and social risks in a manner consistent with its Risk Management Policy, which is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>. The Company has undertaken, and continues to undertake, various organisation wide risk reviews to identify potential business risks. The effectiveness of the controls in place to address each risk is reviewed on a regular basis and, where the residual risk is considered outside of acceptable limits, further controls and risk mitigation measures are developed and implemented.</p> <p><b>Environmental:</b> The Company is subject to, and responsible for, ensuring compliance with various regulations, licenses, approvals and standards so that its activities do not cause unauthorised environmental harm. Through its ongoing management of environmental activities, the Company has been able to operate in an environmentally sustainable and responsible manner.</p> <p><b>Social:</b> The Company recognises that a failure to manage stakeholder expectations may lead to disruption to the Company's operations. The Company is proud to be involved in and supportive of community groups, organisations and charities in the region in which it operates.</p>

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<b>Principle 8 – Remunerate fairly and responsibly</b>		
<p><b>Recommendation 8.1: The board of a listed entity should:</b></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,</p> <p>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>	Yes	<p>The Board has established a Remuneration and Nomination Committee, which operates in accordance with the Remuneration and Nomination Charter as set out on the Company's website at <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p> <p>The Remuneration and Nomination Committee comprises 3 members, Mr Linton Putland (Chair), Ms Cathy Moises and Mr Rod Baxter. All three members of the Committee were non-executives and independent directors during the year.</p> <p>The Remuneration and Nomination Committee held one meeting during the year, which was attended by all members of the Committee.</p>
<p><b>Recommendation 8.2: A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</b></p>	Yes	<p>The Board Charter sets out the policies and practices of the remuneration of Non-Executive Directors, Executive Directors and other senior executives.</p> <p>Details of the remuneration of the Directors and other executives are set out in the Remuneration Report (which forms part of the Director's Report contained in the Company's latest Annual Report).</p>

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<p><b>Recommendation 8.3: A listed entity which has an equity-based remuneration scheme should:</b></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><b>Yes</b></p>	<p>The Company's Trading Policy prohibits the hedging of unvested performance share rights and vested securities that are subject to disposal restrictions. This is in line with the requirements of the <i>Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011</i> (Cth), and is intended to prevent transactions which could have the effect of distorting the proper functioning of performance hurdles or reducing the intended alignment between management's and shareholders' interests.</p> <p>For the purposes of this policy, hedging includes the entry into any derivative transaction within the meaning given in section 761D of the Corporations Act (such as options, forward contracts, swaps, futures, warrants, caps and collars) and any other transaction in financial products which operate to limit (in any way) the economic risk associated with holding the relevant securities.</p> <p>The Trading Policy is available on the "Corporate Governance" page of the Company's website, <a href="https://podiumminerals.com/our-company/corporate-governance/">https://podiumminerals.com/our-company/corporate-governance/</a>.</p>