

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Renascor Resources Limited
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ABN/ARBN

90 135 531 341
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Financial year ended:

30 June 2023
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Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

This URL on our website: <https://renascor.com.au/corporate-governance/>

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

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

Date: 29 September 2023

Name of authorised officer authorising lodgement: Jon Colquhoun

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<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 <b>NOT</b> 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 a copy of our board charter at: <a href="https://renascor.com.au/corporate-governance">https://renascor.com.au/corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<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> <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 that Act.</p> <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><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: <a href="https://renascor.com.au/corporate-governance">https://renascor.com.au/corporate-governance</a> and we have disclosed the information referred to in paragraph (c) at:</p> <p>Our Corporate Governance Statement on page 2.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</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><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>Our Corporate Governance Charter available at <a href="https://renascor.com.au/corporate-governance">https://renascor.com.au/corporate-governance</a> and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>Our Corporate Governance Statement on pages 3-4.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## 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 <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: <sup>5</sup>
1.7	<p>A listed entity should:</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><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>Our Corporate Governance Charter available at <a href="https://renascor.com.au/corporate-governance">https://renascor.com.au/corporate-governance</a> and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>Our Corporate Governance Statement on pages 3-4.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>	
<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>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://renascor.com.au/corporate-governance">https://renascor.com.au/corporate-governance</a></p> <p>and the information referred to in paragraphs (4) and (5) at: Our Corporate Governance Statement on page 3 and in the 2023 Annual Report on page 27</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>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.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix in our Corporate Governance Statement on page 4.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors, the information referred to in paragraph (b) and the length of service of each director in our Corporate Governance Statement on page 4.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<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"/> and we have disclosed our values in our Corporate Governance Statement on page 5.	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at in our Corporate Governance Charter (Section A5) at <a href="https://renascor.com.au/corporate-governance">https://renascor.com.au/corporate-governance</a>	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://renascor.com.au/corporate-governance">https://renascor.com.au/corporate-governance</a>	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://renascor.com.au/corporate-governance">https://renascor.com.au/corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

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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>	<p><input checked="" type="checkbox"/></p> <p>The Company complies with paragraph (a) and we have disclosed a copy of the charter of the committee at:  <a href="https://renascor.com.au/corporate-governance">https://renascor.com.au/corporate-governance</a>  and the information referred to in paragraphs (4) and (5) at:  the Director's Report within the Company's 2023 Annual Report on pages 24-27.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
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>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
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>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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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://renascor.com.au/corporate-governance">https://renascor.com.au/corporate-governance</a>	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<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://renascor.com.au/corporate-governance">https://renascor.com.au/corporate-governance</a>	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement on page 8.	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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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>	<p><input checked="" type="checkbox"/></p> <p>The Company complies with paragraph (a) and we have disclosed a copy of the charter of the committee at:  <a href="https://renascor.com.au/corporate-governance">https://renascor.com.au/corporate-governance</a>  and the information referred to in paragraphs (4) and (5) at: the Director's Report within the Company's 2023 Annual Report on page 27.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
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>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
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>	<p><input checked="" type="checkbox"/></p> <p>The Company 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 in our Corporate Governance Statement on page 9.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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"/> and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement on page 9.	<input type="checkbox"/> set out in our Corporate Governance Statement

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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"/></p> <p>The Company complies with paragraph (a) and we have disclosed a copy of the charter of the committee at:  <a href="https://renascor.com.au/corporate-governance">https://renascor.com.au/corporate-governance</a>  and the information referred to in paragraphs (4) and (5) at:  the Director's Report within the Company's 2023 Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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"/></p> <p>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 section of the 2023 Annual Report on page 29.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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 type="checkbox"/></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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 <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: <sup>5</sup>
<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 type="checkbox"/> and we have disclosed information about the processes in place at: ..... <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> 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.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> 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.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable



## **CORPORATE GOVERNANCE STATEMENT – 2023**

This Statement is current as at 29 September 2023 and has been approved by the Board of Renascor Resources Limited

## Corporate Governance Statement

The board of directors (the “Board”) of Renascor Resources Limited (“Renascor” or the “Company”) is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of the Company on behalf of its shareholders by whom they are elected and to whom they are accountable. The Company believes that good corporate governance enhances investor confidence and adds value to stakeholders.

The Company’s Corporate Governance Statement (“Statement”) is structured with reference to the Australian Securities Exchange (“ASX”) Corporate Governance Council’s (the “Council”) “Corporate Governance Principles and Recommendations, 4th Edition” (“Recommendations”) and sets out a description of the Company’s main corporate practices and provides details of the Company’s compliance with the Recommendations, or where appropriate provides an explanation of a departure from the Recommendations.

This statement is current as at 29 September 2023 and has been approved by the Company’s Board:

### **Principle 1: Lay solid foundations for management and oversight**

A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

Recommendation detail	Comply Yes/No
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.	Yes
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.	Yes
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes
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.	Yes
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.	Yes
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 was undertaken in the reporting period in accordance with that process.	Yes
1.7 A listed entity should: a) have and disclose a process for periodically 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.	Yes

**Principle 1: Commentary**

The Board has adopted a formal Board Charter that outlines the roles and responsibilities of directors and senior executives.

The Corporate Governance Charter is publicly available on the Company website, [www.renascor.com.au/corporate-governance/](http://www.renascor.com.au/corporate-governance/).

The skills, experience and expertise relevant to the position of director held by each director in office at the date of the 2023 Annual Report to Shareholders is included in the Director’s Report section on pages 24-25. The Board’s primary responsibility is to oversee the Company’s business activities and management for the benefit of all shareholders as follows:

- setting and monitoring organisational performance and the achievement of the Company’s strategic goals and objectives;
- reviewing and approving corporate strategies, the annual budget and financial plans;
- establishing corporate governance and ethical business standards;
- monitoring financial performance and liaising with the Company’s external auditor;
- appointing and assessing the performance of the Managing Director (or equivalent), and overseeing succession plans for senior executives;
- reviewing and monitoring the systems of risk management and internal control, codes of conduct and legal compliance;
- ensuring the composition of the Board is appropriate, selecting directors for appointment to the Board and reviewing the performance of the Board and the contributions of individual directors;
- ensuring that the entity’s remuneration policies are aligned with the entity’s purpose, values, strategic objectives and risk appetite; and
- reporting to and communicating with shareholders.

The Company seeks to have a board comprising of directors with an appropriate variety of skill, experience and expertise who are competent in dealing with current and emerging issues of the business and who can effectively review and challenge the performance of management and exercise independent judgement. Prior to the appointment of a person, or putting forward to security holders a candidate for election, as a director, the Company undertakes checks which it believes are appropriate to verify a director’s character, experience, education, criminal record and bankruptcy history.

Non-executive directors have a written agreement with the Company setting out the terms of their appointment as directors. Executive directors have employment contracts and senior executives are employed under written contractual arrangements.

The Board meets on a regular basis. The agenda for these meetings is prepared by the Company Secretary in conjunction with the Managing Director. Relevant information is circulated to directors in advance of Board meetings. The Company Secretary is accountable directly to the Board on matters to do with the proper functioning of the Board. The Company Secretary is available to all Directors and Committees of the Group for advice and services. Independent advisory services are retained by the Company Secretary at the request of the Board or Committees.

The Board has an established diversity policy which is publicly available on the Company website, [www.renascor.com.au/corporate-governance/](http://www.renascor.com.au/corporate-governance/). The Company notes its inclusion in the S&P/ASX 300 Index during the FY23 reporting period and aspires to a not less than 30% composition of each gender on its Board during the FY25 reporting period and prior to the commencement of the FY26 reporting period. The Company recognises that a talented, skilful and diverse workforce will be an important factor to the Company’s future success as the Company strives to reach the requisite corporate and commercial maturity, and accordingly targets a year-on-year increase of female representation across the work force, with a representation of 25% of women in Executive/Senior management positions by the commencement of the FY26 reporting period. The Company has defined ‘Executive/Senior management’ as persons who directly report to the CEO. The Company had a year-on-year increase of female representation across the workforce during the FY23 reporting period. A summary of the proportions of men and women on the board, in senior executive positions and across the whole organisation is shown below:

Year Ended 30 June 2023

	Males		Females		Total	
	Number	%	Number	%	Number	%
Board (Non-Executive)	3	100%	0	0%	3	100%
Executives and Senior management *	4	80%	1	20%	5	100%
Technical and Administrative	5	50%	5	50%	10	100%
<b>TOTAL</b>	<b>12</b>	<b>67%</b>	<b>6</b>	<b>33%</b>	<b>18</b>	<b>100%</b>

\* Includes executive director and Company secretary.

The process and responsibility for periodic evaluation of Board and senior executive performance is outlined in the Corporate Governance Charter publicly available on the Company website, [www.renascor.com.au/corporate-governance/](http://www.renascor.com.au/corporate-governance/).

An evaluation of both Board and senior executive performance was conducted during the reporting period. The Board commits to undertaking an annual evaluation of Board and senior executive performance.

**Principle 2: Structure the board to be effective and add value**

The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

Recommendation detail	Comply Yes/No
2.1 The board of a listed entity should: <ol style="list-style-type: none"> <li>a) have a nomination committee which:               <ol 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:                   <ol 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; <b>OR</b></li> </ol> </li> </ol> </li> <li>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.</li> </ol>	Yes
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.	Yes
2.3 A listed entity should disclose: <ol style="list-style-type: none"> <li>a) the names of the directors considered by the board to be independent directors;</li> <li>b) if a director has an interest, position, association 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, association or relationship in question and an explanation of why the board is of that opinion; and</li> <li>c) the length of service of each director</li> </ol>	Yes
2.4 A majority of the board of a listed entity should be independent directors.	Yes
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.	Yes
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.	Yes

**Principle 2: Commentary**

The Board has established a Nomination Committee to assist the Board with fulfilling its governance and oversight responsibilities in relation to nomination and succession practices and policies. Nomination activities are overseen by the Committee to ensure the Board is comprised of individuals best able to discharge their responsibilities as directors in relation to the law and governance standards.

The Board has adopted the Nomination Committee Charter, available on the Company’s website, which sets out the roles and responsibilities of the Committee. Pursuant to the Charter, the Committee:

- Comprises at least three members a majority of whom are independent non-executive directors
- Has between its members sufficient contemporary expertise and understanding of nomination related matters to be able to discharge the Committee’s responsibilities; and
- Is chaired by an independent non-executive Director

The table below shows the members as at 29 September 2023:

<b>Mr Richard Keevers</b>	Independent Non-executive Director	(Committee Chairman and Board Chairman)
<b>Mr Geoffrey McConachy</b>	Independent Non-executive Director	(Committee Member)
<b>Mr Stephen Bizzell</b>	Independent Non-executive Director	(Committee Member)

The Nomination Committee met one (1) time during the reporting period.

Members of the Board have been brought together to provide a blend of qualifications, skills and national and international experience required for managing a company operating within the mining industry and periodically reviews balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. The skills, experience and expertise relevant to the position of director held by each director in office is included Director’s Report component of the 2023 Annual Report to Shareholders on pages 24-25.

The Company’s desired mix of skills and competence is listed below. The Board considers its current composition adequately meets these required competencies.

Area	Competence
<i>Leadership</i>	Business Leadership, CEO Experience, Public Listed Company Experience, Management of Complex Operations
<i>Business and Finance</i>	Accounting, Audit, Business Strategy, Competitive Business Analysis, Corporate Financing, Financial Literacy, International Business Experience, Marketing, Mergers and Acquisitions, Risk Management
<i>Sustainability and Stakeholder Management</i>	Community Relations, Corporate Governance, Health and Safety, Human Resources, Remuneration
<i>Technical</i>	Mining and Resources, Engineering and Major Projects, Commodity Chain Experience

The Corporate Governance Council defines an independent director as a director who is not a member of management and who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity and its security holders generally.

In the context of director independence “materiality” is considered from both the Company and the individual director’s perspective. The determination of materiality requires consideration of both quantitative and qualitative elements. An item is presumed to be quantitatively immaterial if it is equal or less than 5% of the appropriate base amount. It is presumed to be material (unless there is qualitative evidence to the contrary) if it is equal to or greater than 5% of the appropriate base amount. Qualitative factors considered included whether a relationship is strategically important, the competitive landscape, the nature of the relationship and the contractual or other arrangements governing it and other factors which point to the actual ability of the director in question to shape the direction of the Company’s loyalty.

Factors that may impact on a director’s independence, including tenure, are considered each time the Board meets.

In accordance with the Council’s definition of independence outlined above, and the materiality thresholds set, the following director is not considered to be independent:

Name	Position	Reason for non-compliance
David Christensen	Managing Director	Mr Christensen is Managing Director and as an Executive Director is not considered to be independent.

The non-executive Chairman of the Company, Mr Richard Keevers is considered to be an independent director and is not the CEO of the Company. Mr Stephen Bizzell and Mr Geoffrey McConachy are considered to be independent directors.

The Company considers industry experience and specific expertise, as well as general corporate experience, to be important attributes of its Board members. The directors noted above have been appointed to the Board of the Company due to their considerable industry and corporate experience. Detail of any business dealings with the company is disclosed and tabled at each Board meeting and are reviewed to ensure that all terms of any dealings are at arm’s length. The review and authorisation for such business dealings are handled by non-conflicting directors and or management.

**At the date of the 2023 Annual Report:**

The term in office held by each director in office is as follows:

Name	Term in office
David Christensen	14 years 6 months
Stephen Bizzell	13 years
Geoffrey McConachy	13 years
Richard Keevers	7 years 1 month

There is a program in place for inducting new Directors and procedures in place, agreed by the Board, to enable directors, in furtherance of their duties, to seek independent professional advice at the Company’s expense, if required.

**Principle 3: Instil a culture of acting lawfully, ethically and responsibly**

A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.

Recommendation detail	Comply Yes/No
3.1 A listed entity should articulate and disclose its values.	Yes
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.	Yes
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.	Yes
3.4 A listed entity should: a) have and disclose an anti-bribery and corruption policy; and b) ensure that the board or a committee of the board is informed of any material breaches of that policy.	Yes

**Principle 3: Commentary**

The Company has adopted core values which are set out below:

**Commitment**

The group is committed to using best practices surrounding health and safety, the environment and the communities in which it operates.

**Integrity**

To act honestly and transparently and continue to make decision in the best interest of all stakeholders.

**Sustainable and Ethical**

Sustainable growth supported by a safe, profitable and socially responsible business while developing long-term resources.

These core values have been endorsed and approved by the Board and apply to all Directors and employees. A copy of the Core Values can be found on the Company’s website.

As part of the Board’s commitment to maintaining a proper system of corporate governance, the Company has adopted a Code of Conduct to guide directors, officers and employees in carrying out their duties and responsibilities. The Code of Conduct outlines the obligations incumbent upon each director, officer and employee, including compliance with all corporate governance practices and documents approved by the Board from time to time. The Code of Conduct also encourages the reporting of any unlawful or unethical behaviour. The Code of Conduct is included as part of the Corporate Governance Charter (Section A5) on the Company’s website, [www.renascor.com.au/corporate-governance/](http://www.renascor.com.au/corporate-governance/).

The Code’s objective is to provide a benchmark for professional and personal behaviour throughout the Company, to safeguard the Company and the dealings carried out on behalf of the Company. The Code deals with many ethical issues, including the importance of:

- a safe and harassment-free workplace;
- good corporate citizenship and compliance with laws;
- professional integrity (including avoiding conflicts of interest); and
- protection of the Group’s reputation, assets, resources, information and records.

The Company has Whistleblower Policy which has been approved by the Board. The policy applies to all Directors, employees and consultants of the Company. The aim of the policy is to encourage staff to report any unlawful, unethical or irresponsible behaviour in good faith and in an environment free from victimisation so that the Board and Senior Management can effectively manage risk and cultural issues within the Company.

The Company has in place mechanisms to facilitate the reporting of any wrongdoings and any investigation that may be undertaken. It is requirement of this policy that the Board be advised of any material incidents reported. A copy of the Whistleblower Policy can be found on the Company’s website.

The Group has established a policy that sets out the standards regarding anti-bribery and the prevention of corruption by all personnel of the Company. The Company strives to conduct business with integrity and endeavours to meet the highest anti-bribery and corruption standards.

The policy applies to all employees, contractors, consultants and advisers of the Company, in terms of all dealings and transactions.

The policy extends to the Directors and suppliers who are also expected to conduct themselves with honesty, fairness and high ethical standards and to abide by all anti-bribery and corruption laws.

The Company has mechanisms in place to ensure that the Board is informed of any material breaches of the policy. A copy of the Anti-bribery & Corruption Policy can be found on the Company's website.

**Principle 4: Safeguard the integrity of corporate reports**

A listed entity should have appropriate processes to verify the integrity of its corporate reports.

Recommendation detail	Comply Yes/No
4.1 The board of a listed entity should: <ol style="list-style-type: none"> <li>a) have an audit committee which:               <ol style="list-style-type: none"> <li>1. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>2. is chaired by an independent director, who is not the chair of the board, and disclose:                   <ol style="list-style-type: none"> <li>3. the charter of the committee;</li> <li>4. the relevant qualifications and experience of the members of the committee; and</li> <li>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; <b>OR</b></li> </ol> </li> </ol> </li> <li>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</li> </ol>	Yes
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.	Yes
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.	Yes

**Principle 4: Commentary**

The Company has an Audit and Risk Committee comprising three non-executive directors, Mr Bizzell (Chair), Mr Keevers and Mr McConachy. The skills, experience and expertise relevant to the members of the audit committee are included in the Director's Report component of the 2023 Annual Report to Shareholders on pages 24-25 for each director that is a member of the audit committee as at the date of the Annual Report. The Audit and Risk Committee Charter is available on the Company's website, [www.renascor.com.au/corporate-governance/](http://www.renascor.com.au/corporate-governance/) which is included as part of the Corporate Governance Charter (Section C) and sets out the role of the Committee and includes assisting the Board in overseeing the corporate reporting process efficiently and effectively. The number of meetings held and the individual attendances of Committee members at those meetings are disclosed in the Director's Report component of the 2023 Annual Report to Shareholders on page 27.

The Audit and Risk Committee currently consists of three members, all of which are independent. The Chair of the Audit and Risk Management Committee is not the Chair of the Board.

Prior to approval of the Company's financial statements, the Board obtains a declaration from its Managing Director and Chief Financial Officer that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with appropriate accounting standards and give a true and fair view of the financial position and performance of the Company, and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Company is committed to providing members and other external stakeholders with timely, consistent and transparent corporate reporting. The process that is followed to verify the veracity of any periodic corporate report is dependent on the subject matter of the relevant report and where it will be published. However, the Company seeks to adhere to the following general procedures to ensure and verify the integrity of any periodic corporate report:

- periodic corporate reports should be prepared by, or under the oversight of, the relevant subject matter expert for the area being reported on;
- the relevant report should comply with any applicable legislation or regulations;
- the relevant report should be reviewed (including any underlying data, with regard to ensuring it is not inaccurate, false, misleading or deceptive; and
- where required by law or by the Company's policy, relevant reports should be authorised for release by the appropriate approver required under that law or policy.

Consistent with these principles, the non-audited sections of the Annual Report and the Corporate Governance Statement for the Reporting Period were prepared by the relevant subject matter experts and reviewed and verified by the Board prior to approval.

**Principle 5: Make timely and balanced disclosure**

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person who expect to have a material effect on the price or value of its securities.

Recommendation detail		Comply Yes/No
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1	Yes
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes
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.	Yes

**Principle 5: Commentary**

Detailed compliance procedures for ASX Listing Rule disclosure requirements have been adopted by the Company. The Company's Obligation of Disclosure Policy can be found within the Company's Corporate Governance Charter (Section G8) on the Company's website [www.renascor.com.au/corporate-governance/](http://www.renascor.com.au/corporate-governance/). The Continuous Disclosure Policy sets out the key obligations of directors, officers and employees in relation to continuous disclosure as well as the Company's obligations under the ASX Listing Rules and the Corporations Act.

The Company Secretary has been nominated as the person responsible for all communications with the ASX. This role includes responsibility in assisting the Board to ensure compliance with the with continuous disclosure requirements in ASX Listing Rules and overseeing and coordinating information disclosure to the ASX, shareholders, the media and the public.

All information disclosed to the ASX is posted on the Company's website as soon as it is disclosed to the ASX and released to the market by the ASX. The Company's website also enables users to provide feedback on Company matters and includes a "Corporate Governance" page that discloses all relevant corporate governance information.

Once the release of an announcement is confirmed a copy of the release is immediately distributed to each member of the board.

Any new and substantive analyst or investor presentations are released on the ASX market announcements platform prior to the presentation. The Company will not disclose market sensitive information to any analyst or investor unless it has first provided that information to the market and received acknowledgement that the information has been released.

**Principle 6: Respect the rights of security holders**

A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

Recommendation detail		Comply Yes/No
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes
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.	Yes
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.	Yes
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.	Yes

**Principle 6: Commentary**

The Company has designed a disclosure system to ensure it complies with the ASX’s continuous disclosure rules and that information is made available to all investors equally, promoting effective communications with shareholders and encouraging shareholder participation at general shareholder meetings. A copy of the Information Disclosure Program Procedures can be found within the Company’s Corporate Governance Charter (Section G8 (h)) on its website [www.renascor.com.au/corporate-governance/](http://www.renascor.com.au/corporate-governance/) in the Corporate Governance section. In addition to corporate and project information generally available within the Investors menu selection on the Company’s website, the following information is also made available:

- ASX Releases
- Quarterly and Annual Reports
- Presentations
- Prospectus
- Corporate Governance Charter
- Trading Policy
- Diversity Policy
- Corporate Governance Statement dated 29 September 2023

The Company maintains effective two-way communications with investors and its shareholders and is committed to ensure that shareholders and the market are kept informed of its activities and progress. This is achieved through continuous disclosure reporting to the ASX, quarterly reporting, half-year and annual reporting, media releases and other investor publications. Senior executives have face to face meetings with shareholders and analysts from time to time, and presentations made are released to the market through the ASX and are available on the Company’s website if they contain any information that is not already publicly available. From time to time, the Company engages investor relations professionals to assist and facilitate effective two-way communication with shareholders and investors. The Company has made available an email address, [info@renascor.com.au](mailto:info@renascor.com.au), for shareholders and investors to make general enquiries.

Shareholders are forwarded a copy of the Company’s Annual Report, if requested. Documents relating to each General Meeting, including the notice of meeting, any explanatory memorandum and a proxy form are also dispatched to all shareholders who are invited to attend these meetings in line with relevant legislation. Shareholders can also elect to receive communications electronically. The Company’s external auditors are also required to be present at annual shareholder meetings to answer any queries shareholders may have with regard to the audit and preparation and content of the Audit Report.

At the Company’s 2022 Annual General Meeting, all resolutions were decided by a poll. The Company is committed to ensure that all substantive resolutions at future meetings of security holders will be decided by a poll, rather than by a show of hands.

Shareholders are able to elect to receive communications from, and send communications to, the entity and its security registry electronically. Contact details for the Company and its share registry can be found on the Company’s website <https://renascor.com.au/about-us/>.

**Principle 7: Recognise and manage risk**

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

Recommendation detail	Comply Yes/No
<p>7.1 The board of a listed entity should:</p> <p>a) have a committee or committees to oversee risk, each of which:</p> <ol 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:</li> <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; <b>OR</b></li> </ol> <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>	Yes
<p>7.2 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>	Yes

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.	Yes
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.	Yes

**Principle 7: Commentary**

The Board has established an Audit and Risk Management Committee, comprising three non-executive directors, Mr Bizzell (Chair) Mr Keevers and Mr McConachy. The Audit and Risk Committee Charter is available on the Company’s website, [www.renascor.com.au/corporate-governance/](http://www.renascor.com.au/corporate-governance/) which is included as part of the Corporate Governance Charter (Section C) and sets out the role of the Committee assisting the Board in overseeing the entity’s risk management framework. The number of meetings held and the individual attendances of Committee members at those meetings are disclosed in the Directors’ Report on page 27 of the 2023 Annual Report to Shareholders, together with the qualifications of the members of the Audit and Risk Management Committee on pages 24-25.

The Audit and Risk Committee currently consists of three members, all of which are independent. The Chair of the Audit and Risk Management Committee is not the Chair of the Board.

The Board is ultimately responsible for Company’s risk management and key risks are regularly reviewed and re-assessed by management and tabled at Board meetings. A formal review of the Company’s risk management framework was undertaken during the FY23 reporting period, and the Board is committed to undertake an annual review on an ongoing basis.

The Company does not currently have an internal audit function. It is the Board’s responsibility to ensure that an effective internal control framework exists within the Company. This includes internal controls to deal with both the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial information as well as non-financial considerations such as the benchmarking of operational key performance indicators. The Board has established an authorisation decision matrix and delegated the responsibility for the establishment and maintenance of a framework of internal control and ethical standards for the management of the Company to the Audit and Risk Management Committee. The Board continues to periodically assess if an internal audit function is appropriate. The Board is satisfied that currently the processes that it employees for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes are appropriate for the current status of the Company’s size and structure.

The Board does not believe the Company has any material exposure to environmental and social risks at the present time.

**Principle 8: Remunerate fairly and responsibly**

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interest with the creation of value for security holders and with the entity's values and risk appetite.

Recommendation detail	Comply Yes/No
8.1 The board of a listed entity should: <ol style="list-style-type: none"> <li>a) have a remuneration committee which:               <ol 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:                   <ol 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; <b>OR</b></li> </ol> </li> </ol> </li> <li>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.</li> </ol>	Yes
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.	Yes
8.3 A listed entity which has an equity-based remuneration scheme should: <ol style="list-style-type: none"> <li>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</li> <li>b) disclose that policy or a summary of it.</li> </ol>	No

**Principle 8: Commentary**

The Board has established a Remuneration Committee to assist the Board with fulfilling its governance and oversight responsibilities in relation to the Company's remuneration practices and policies. The Board has adopted the Remuneration Committee Charter, a copy of which can be viewed on the Company's website.

Pursuant to the Remuneration Committee Charter, the Remuneration Committee:

- Comprises only non-executive Directors
- Comprises at least three members a majority of whom are independent non-executive Directors
- Has between its members sufficient contemporary expertise and understanding of remuneration related matters to discharge the Committee's responsibilities; and
- Is chaired by an independent non-executive Director who is not Chairman of the Board.

The table below shows the members as at 29 September 2023:

<b>Mr Geoffrey McConachy</b>	Independent Non-executive Director	(Committee Chairman)
<b>Mr Richard Keevers</b>	Independent Non-executive Director	(Board Chairman and Committee Member)
<b>Mr Stephen Bizzell</b>	Independent Non-executive Director	(Committee Member)

The Remuneration Committee met two (2) times during the reporting period.

The policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives are set out in the Remuneration Report contained in the Director's Report on pages 27-35 of the 2023 Annual Report to Shareholders. The 2023 Annual report is available on the Company website, [www.renascor.com.au/asx-announcements/](http://www.renascor.com.au/asx-announcements/).

The Company does not presently have a policy on whether participants are permitted to enter into transactions which limit the economic risk of participating in its equity-based remuneration scheme.