



**EQ RESOURCES LIMITED**  
**ABN 77 115 009 106**

## **CORPORATE GOVERNANCE STATEMENT**

EQ Resources Limited (ASX: EQR) ("**EQ Resources**" or "**Company**") and the Board are committed to achieving and demonstrating the highest standards of corporate governance. The Board continues to review the framework and practices to ensure they meet the interests of shareholders. The Company has adopted systems of control and accountability as the basis for the administration of corporate governance. The Board believes that good corporate governance helps to ensure the future success of the Company, adds value to stakeholders and enhances investor confidence.

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

The ASX Listing Rules require listed companies to prepare a statement disclosing the extent to which they have complied with the recommendations of the ASX Corporate Governance Council ("**Recommendations**") during the reporting period. The Recommendations are not prescriptive, such that if a company considers a recommendation to be inappropriate having regard to its own circumstances, it has the flexibility not to follow it. Where a company has not followed all the Recommendations, it must identify which Recommendations have not been followed and provide reasons for not following them.

This Corporate Governance Statement (the "**Statement**") discloses the extent to which EQ Resources has followed the Recommendations, or where appropriate, indicates a departure from the Recommendations with an explanation. This Statement should be read in conjunction with the material on our website <https://eqresources.com.au/>, including the 2023 Annual Report.

This Corporate Governance Statement includes metrics for the financial year ending 30 June 2023 (the "**Reporting Period**") and discloses the extent to which EQR has (1) followed the Recommendations, (2) adopted alternative governance practices in lieu of the recommendation (if any), or (3) departed from the Recommendations with an explanation (as applicable). This Statement should be read in conjunction with the material on our website <https://www.eqresources.com.au/site/who-we-are/corporate-governance>, including the 2023 Annual Report.

This statement is current as at 28 September 2023 and has been approved by the Board of the Company.

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Information about the Company's corporate governance practices are set out below.

RECOMMENDATIONS	COMPLY	EXPLANATION
<p><b>Principle 1: Lay solid foundations for management and oversight</b>  <i>A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.</i></p>		
<p><b>Recommendation 1.1</b>            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</p>	<p>YES</p>	<p>The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management.</p> <p>The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy.</p> <p>A copy of the Company's Board Charter, which is part of the Company's Corporate Governance Plan, is available on the Company's website <a href="https://eqresources.com.au/site/who-we-are/corporate-governance">https://eqresources.com.au/site/who-we-are/corporate-governance</a></p>

RECOMMENDATIONS	COMPLY	EXPLANATION
<p><b>Recommendation 1.2</b></p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate 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>	<p>YES</p>	<p>(a) The Company has guidelines for the appointment and selection of the Board in its Corporate Governance Plan. The Company's Remuneration &amp; Nomination Committee Charter (in the Company's Corporate Governance Plan) requires the Remuneration &amp; Nomination Committee to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history, as appropriate) are undertaken before appointing a person, or putting forward to security holders a candidate for election, as a Director.</p> <p>(b) Under the Remuneration &amp; Nomination Committee Charter, all material information relevant to a decision on whether or not to elect or re-elect a Director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director.</p>
<p><b>Recommendation 1.3</b></p> <p>A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.</p>	<p>YES</p>	<p>The Company's Remuneration &amp; Nomination Committee Charter requires the Remuneration &amp; Nomination Committee to ensure that each Director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment. In addition, Directors and officers are also party to a deed of indemnity insurance and access.</p> <p>The Company has had written agreements with each of its Directors and senior executives for the past financial year.</p> <p>Details of executive contracts in place are detailed in the Directors report included in the Company's 2023 Annual Report.</p>
<p><b>Recommendation 1.4</b></p> <p>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.</p>	<p>YES</p>	<p>The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The Board and individual Directors have access to its Company Secretary.</p> <p>The role of the Company Secretary is responsible for the following matters:</p> <ul style="list-style-type: none"> <li>- Advising the Board and Committees on governance matters.</li> <li>- Monitoring adherence of Board and Committees to policies and procedures.</li> <li>- Coordinating timely completion and despatch of Board and Committee papers.</li> <li>- Ensuring business at Board and Committee meeting is accurately captured in the minutes.</li> </ul>

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RECOMMENDATIONS	COMPLY	EXPLANATION
		<ul style="list-style-type: none"><li>- Helping to organise and facilitate induction and professional development of Directors</li></ul> <p>Details regarding our Company Secretary, including experience and qualifications, is set out in the Directors' Report in our 2023 Annual Report.</p>

RECOMMENDATIONS	COMPLY	EXPLANATION
<p><b>Recommendation 1.5</b></p> <p>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>PARTIALLY</p>	<p>(a) The Company has adopted a Diversity Policy which provides a framework for the Company to establish and achieve measurable diversity objectives, including in respect of gender diversity. The Diversity Policy allows the Board to set measurable gender diversity objectives, if considered appropriate, and to assess annually both the objectives (if any have been set) and the Company’s progress in achieving them.</p> <p>(b) The Diversity Policy is available, as part of the Corporate Governance Plan, on the Company’s website <a href="https://eqresources.com.au/site/who-we-are/corporate-governance">https://eqresources.com.au/site/who-we-are/corporate-governance</a>.</p> <p>(c) (i) The Board did not set measurable gender diversity objectives for the past financial year, because:</p> <ul style="list-style-type: none"> <li>• The Company’s workforce is relatively small and as such the Board does not believe it is appropriate to establish formal diversity objectives at this stage and therefore, we do not comply with Recommendation 1.5 in its entirety.</li> <li>• The Company’s diversity policy sets out various objectives for achieving diversity within the organisation. The Company is committed to ensuring that the appropriate mix of skills, expertise, and diversity are considered when employing staff at all levels of the organisation and when making new senior executive and Board appointments and is satisfied that the composition of employees, senior executives and members of the Board is appropriate.</li> </ul> <p>(ii) (ii) The Company did not have any women on the Board or in senior executive positions at the end of the reporting period.</p> <p>45.45% of employees of the Company and its wholly owned subsidiaries were women. In the retreatment plant joint venture in which the company has an interest of 50%, 12.00% of employees were women.</p> <p>The Company is not considered a “relevant employer” under the Workplace General Equality Act 2012, as it is not a non-public sector employer with 100 or more employees in Australia for any six months or more of a reporting period.</p>

RECOMMENDATIONS	COMPLY	EXPLANATION
<p><b>Recommendation 1.6</b></p> <p>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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>YES</p>	<p>(a) The Company's Remuneration &amp; Nomination Committee is responsible for evaluating the performance of the Board, its committees and individual Directors on an annual basis. It may do so with the aid of an independent advisor. The process for this is set out in the Company's Corporate Governance Plan, which is available on the Company's website.</p> <p>(b) During the Reporting Period, the Company completed formal performance evaluations in respect of the Board and its committees. Performance evaluations for individual Directors for the Reporting Period were performed on a formal basis and assessments results shared with the Board.</p>
<p><b>Recommendation 1.7</b></p> <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>YES</p>	<p>(a) The Company's Remuneration &amp; Nomination is responsible for evaluating the performance of the Company's senior executives on an annual basis. The Company's Remuneration &amp; Nomination Committee (or, in its absence, the Board) is responsible for evaluating the remuneration of the Company's senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non-executive Director.</p> <p>The applicable processes for these evaluations can be found in the Company's Corporate Governance Plan, which is available on the Company's website.</p> <p>(b) During the reporting period, the Company undertook an evaluation of the Chief Executive Officer. Performance evaluations for Chief Executive Officer for the Reporting Period were performed on a formal basis and assessments results shared with the Board.</p>

RECOMMENDATIONS	COMPLY	EXPLANATION
<p><b>Principle 2: Structure the Board to add value</b></p> <p><i>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.</i></p>		
<p><b>Recommendation 2.1</b></p> <p>The Board of a listed entity should:</p> <ul style="list-style-type: none"> <li>• have a nomination committee which: <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent Directors; and</li> <li>(ii) is chaired by an independent Director, and disclose: <ul style="list-style-type: none"> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(v) 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> </li> <li>• 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, experience, independence, and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.</li> </ul>	<p>PARTIALLY</p>	<ul style="list-style-type: none"> <li>(a) During the Reporting Period, the Company established a Remuneration &amp; Nomination Committee with four Board members, half of whom are not independent.</li> <li>(b) A copy of the Company's Remuneration &amp; Nomination Committee Charter, which is part of the Company's Corporate Governance Plan, is available on the Company's website <a href="https://eqresources.com.au/site/who-we-are/corporate-governance">https://eqresources.com.au/site/who-we-are/corporate-governance</a>. The Charter requires (where possible) that the Committee shall consist of not less than three members with a majority of members independent non-executive Director, with any director to be appointed as Chair.</li> <li>(c) The qualifications of the directors and number of meetings held and attended by directors is provided in the Company's annual report.</li> </ul>

**Recommendation 2.2**

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

YES

The Board regularly evaluates the mix of skills, experience, and diversity at the Board level. The Board believes that a highly credentialed Board, with a diverse background, skills and perspective will be effective in supporting and enabling delivery of good governance for the Company and value for the Company's shareholders. As of 30 June 2023, the Board was comprised of four directors from diverse backgrounds with a range of business experience, skills and attributes. The following demonstrates the skills and experience of the directors across several dimensions that are relevant to the Company:

**Managing and leadership**

- Senior management positions held outside the Company (past and present)

**Resource Industry Experience**

- Management/board representation on other resource entities (past and present)
- Experience in resource-based transactions, joint ventures, acquisitions and/or disposals
- Management of resource production activities (past and present)
- Commodity value chain expertise (market analysis, commercial trading arrangements)

**Governance or regulatory**

- Experience in governance of listed organisations
- Board membership of other listed entities (past or present)

**Strategy**

- Experience in growing the business, assessing value-based opportunities, thinking strategically in order to review and challenge management, make informed decisions and assess performance against strategy

**Financial acumen**

- Financial literacy
- Execution or involvement in equity and debt funding strategies, capital and debt raising

In addition, the Board Charter requires the disclosure of each Board member's qualifications and expertise. Full details as to each Director and senior executive's relevant skills and experience are available in the Company's Annual Report.



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<p><b>Recommendation 2.3</b></p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> <li>(a) A listed entity should disclose:</li> <li>(b) the names of the directors considered by the board to be independent directors;</li> <li>(c) if a director has an interest, position 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</li> <li>(d) the length of service of each director.</li> </ul>	<p>YES</p>	<p>The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent.</p> <p>The Board considers Mr Stephen Layton and Mr Richard Morrow to be independent. The Board considers that Mr Oliver Kleinhempel is not independent due to his material contractual relationship or supplier for last 3 years and Mr Zhui Pei Yeo is not independent as he represents or is affiliated with substantial shareholders.</p> <table border="1" data-bbox="1232 494 2038 1085" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">Independent Directors</th> <th style="text-align: center;">Date of Appointment</th> <th style="text-align: center;">Length of Service</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Stephen Layton – Non-Executive Director</td> <td style="text-align: center;">14-11-2017</td> <td style="text-align: center;">5 years, 7 months (as at June 2023)</td> </tr> <tr> <td style="text-align: center;">Richard Morrow – Non-Executive Director</td> <td style="text-align: center;">16-03-2021</td> <td style="text-align: center;">2 Year, 3 months (as at June 2023)</td> </tr> <tr> <td colspan="3" style="text-align: center;"><b>Non -Independent Directors</b></td> </tr> <tr> <th style="text-align: center;">Non -Independent Directors</th> <th style="text-align: center;">Date of Appointment</th> <th style="text-align: center;">Length of Service</th> </tr> <tr> <td style="text-align: center;">Oliver Kleinhempel – Non-Executive Chairman</td> <td style="text-align: center;">12-08-2019</td> <td style="text-align: center;">3 year, 9 months (as at June 2023)</td> </tr> <tr> <td style="text-align: center;">Zhui Pei Yeo – Non-Executive Director</td> <td style="text-align: center;">12-08-2019</td> <td style="text-align: center;">3 year, 9 months (as at June 2023)</td> </tr> </tbody> </table> <p>The Board has considered the holdings of securities in the Company by the Non-Executive Directors and is of the opinion that their interests in shares would not materially interfere with, or could be reasonably perceived to interfere with, the independent exercise of their judgement in their position as a director. The Board also considers that Non-Executive Directors are otherwise free from any business or other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of their judgement, and that the Non-Executive Directors are able to fulfil the role of independent directors for the purposes of the ASX Recommendations.</p>	Independent Directors	Date of Appointment	Length of Service	Stephen Layton – Non-Executive Director	14-11-2017	5 years, 7 months (as at June 2023)	Richard Morrow – Non-Executive Director	16-03-2021	2 Year, 3 months (as at June 2023)	<b>Non -Independent Directors</b>			Non -Independent Directors	Date of Appointment	Length of Service	Oliver Kleinhempel – Non-Executive Chairman	12-08-2019	3 year, 9 months (as at June 2023)	Zhui Pei Yeo – Non-Executive Director	12-08-2019	3 year, 9 months (as at June 2023)
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<p><b>Recommendation 2.4</b></p> <p>A majority of the Board of a listed entity should be independent Directors.</p>	NO	<p>The Company's Board Charter requires that, where practical, the majority of the Board should be independent.</p> <p>During the Reporting Period of the Company there were 2 independent directors out of 4 on the Board.</p> <p>The Company considers the appointment of Mr Oliver Kleinhempel and Mr Yeo Zhui Pei, who are not independent, are of great benefit in developing the Company's tungsten and minerals portfolio, given their wealth of technical and management experience in the minerals and processing business.</p> <p>It is noted the composition of the Board will be reassessed in future in line with changes in the Company's operations and level of activity and will be adjusted as deemed appropriate. The Board will consider the ASX Recommendations in assessing any future changes in Board composition and note that while the Board may not meet the majority independence requirements that each Board member exercises independence in each of the Board decisions.</p>
<p><b>Recommendation 2.5</b></p> <p>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.</p>	NO	<p>The Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO/Managing Director.</p> <p>During the Reporting Period, the Chair of the Company was Mr Oliver Kleinhempel, who was not an independent Director and Mr Kevin MacNeill, the appointed CEO, providing a separation between the role of Chair and CEO.</p>
<p><b>Recommendation 2.6</b></p> <p>A listed entity should have a program for inducting new Directors and providing appropriate professional development opportunities for continuing Directors to develop and maintain the skills and knowledge needed to perform their role as a Director effectively.</p>	YES	<p>In accordance with the Company's Board Charter, the Remuneration and Nomination Committee is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. The Company Secretary is responsible for facilitating inductions and professional development.</p>
<p><b>Principle 3: Act ethically and responsibly</b></p> <p><i>A listed entity should instill and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</i></p>		
<p><b>Recommendation 3.1</b></p> <p>(a) A listed entity should articulate and disclose its values.</p>	YES	<p>In order to reinforce the Company's values which, underpin how the Company undertakes its business, it has adopted a Statement of Values. The Statement of Values is the guiding principle and norm that define what type of organisation it aspires to be and what it requires from its directors.</p>

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		<p>The values of EQ Resources are available at <a href="https://www.eqresources.com.au/site/who-we-are/our-purpose-positioning-statement-values">https://www.eqresources.com.au/site/who-we-are/our-purpose-positioning-statement-values</a></p> <p>The Company's Corporate Values are:</p> <p><b>Act Safe. Feel Safe.</b></p> <ul style="list-style-type: none"> <li>• Act safe at work. Care and respect each other.</li> <li>• Feel safe to be yourself.</li> </ul> <p><b>Embrace Difference</b></p> <ul style="list-style-type: none"> <li>• Diversity of thinking, skills and background creates value and drives innovation.</li> </ul> <p><b>Tread Lightly</b></p> <ul style="list-style-type: none"> <li>• Embed resource efficiency to minimise environmental footprint and deliver positive societal impact.</li> </ul> <p><b>Dig Deep</b></p> <ul style="list-style-type: none"> <li>• Go one better. Strive to continuously learn and improve. Challenge the status quo.</li> </ul> <p><b>Buddy Up</b></p> <ul style="list-style-type: none"> <li>• Collaboration is key to realising shared value.</li> </ul> <p><b>Lead with Integrity</b></p> <ul style="list-style-type: none"> <li>• Have courage to do the right thing. Be accountable.</li> </ul> <p>The Company's Management is responsible for instilling these values across the organisation.</p>

RECOMMENDATIONS	COMPLY	EXPLANATION
<p><b>Recommendation 3.2</b></p> <p>A listed entity should:</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>YES</p>	<p>(a) The Company's Corporate Code of Conduct applies to the Company's Directors, senior executives and employees.</p> <p>(b) The Company's Corporate Code of Conduct (which forms part of the Company's Corporate Governance Plan) is available at <a href="https://www.eqresources.com.au/site/who-we-are/corporate-governance">https://www.eqresources.com.au/site/who-we-are/corporate-governance</a>.</p> <p>(c) The purpose of the Conduct of Conduct is:</p> <p>(i) the standards of ethical behaviour and good corporate governance that are required to be achieved by the Board, Senior Management and employees; and</p> <p>(ii) how the Company will engender good corporate governance practices and encourage observance of the standards of behaviour and good corporate governance set out herein</p> <p>Any material breach of the Company's policies, including any breach of the Code of Conduct are reported at the following Board meeting or earlier if required.</p>
<p><b>Recommendation 3.3</b></p> <p>A listed entity should:</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>YES</p>	<p>EQ Resources have a Whistleblower Policy which is available at <a href="https://www.eqresources.com.au/site/who-we-are/corporate-governance">https://www.eqresources.com.au/site/who-we-are/corporate-governance</a>.</p> <p>The Company has adopted this Whistleblower Policy to:</p> <p>(a) encourage and support people to feel confident to speak up safely and securely if they become aware of wrong-doing or illegal or improper conduct within the Company;</p> <p>(b) provide information and guidance on how to report such conduct, how reports will be handled and investigated in a timely manner and the support and protections available if a report is made;</p> <p>(c) set out the responsibilities of the Company and its management in upholding the Company's commitment to reporting any illegal, unethical or improper conduct; and</p> <p>(d) promote ethical behaviour and a culture of speaking up to deter wrong-doing.</p> <p>Any material breach of the Company's policies, including any breach of the Whistleblower Policy are reported at the following Board meeting or earlier if required.</p>

RECOMMENDATIONS	COMPLY	EXPLANATION
<p><b>Recommendation 3.4</b></p> <p>A listed entity should:</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>	YES	<p>EQ Resources have an Anti-bribery and Corruption Policy which is available at <a href="https://www.eqresources.com.au/site/who-we-are/corporate-governance">https://www.eqresources.com.au/site/who-we-are/corporate-governance</a>.</p> <p>Any material breach of the Company's policies, including any breach of the Anti-bribery and Corruption Policy are reported at the following Board meeting or earlier if required.</p>
<p><b>Principle 4: Safeguard integrity in financial reporting</b></p> <p>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</p>		
<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, 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>(a) (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>	PARTIALLY	<p>(a) The Company has an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee, with at least three members, all of whom must be independent Directors, and which must be chaired by an independent Director who is not the Chair.</p> <p>The Company has separated the Audit and Risk Committees to facilitate focus on the responsibilities of each.</p> <p>During the Reporting Period, the Audit Committee was chaired by Mr Stephen Layton, who is deemed to be independent and is not Chair of the Board, having Mr Oliver Kleinhempel and Yeo Zhui Pei as members, considered non-independents and Mr Richard Morrow deemed an independent member.</p> <p>The Company's Audit and Risk Charter is available at <a href="https://www.eqresources.com.au/site/who-we-are/corporate-governance">https://www.eqresources.com.au/site/who-we-are/corporate-governance</a>.</p> <p>The qualifications of directors and number of meetings held and attended by directors is provided in the Company's annual report.</p>

RECOMMENDATIONS	COMPLY	EXPLANATION
<p><b>Recommendation 4.2</b></p> <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 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>	PARTIALLY	<p>The Company's Audit and Risk Committee Charter requires the CEO and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on these terms.</p> <p>The Company has obtained a sign off on these terms for each of its quarterlies, half year and annual financial statements in the past financial year. The declarations are usually signed by the CEO, Mr Kevin MacNeill.</p>
<p><b>Recommendation 4.3</b></p> <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>	YES	<p>It is the Board's responsibility to ensure that an effective internal control framework exists within the entity. 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.</p> <p>The integrity of any periodic corporate report the Company releases to the market that is not audited or reviewed by an external auditor is reviewed by the CFO together with the CEO and ultimately by the Board to verify its integrity before being released.</p>
<p><b>Principle 5: Make timely and balanced disclosure</b></p> <p><i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i></p>		
<p><b>Recommendation 5.1</b></p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	YES	<p>(a) The Communication and Continuous Disclosure Policy provides details of the Company's disclosure policy. In addition, the Corporate Governance Plan details the Company's disclosure requirements as required by the ASX Listing Rules and other relevant legislation.</p> <p>(b) The Corporate Governance Plan, which incorporates the Board Charter, is available on the Company website.</p>
<p><b>Recommendation 5.2</b></p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	YES	<p>The Company has set up External notifications so that all board members receive a notification from ASX as soon as an announcement has been released. The Company also circulates all price sensitive announcements to the Board ahead of the release being made.</p>

RECOMMENDATIONS	COMPLY	EXPLANATION
<p><b>Recommendation 5.3</b></p> <p>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.</p>	YES	The Company will ensure that all substantive presentations are released to the market to enable security holders the opportunity to access the material included in the presentation.
<p><b>Principle 6: Respect the rights of security holders</b></p> <p>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.</p>		
<p><b>Recommendation 6.1</b></p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	YES	Information about the Company and its governance is available in the Corporate Governance Plan is available at <a href="https://www.eqresources.com.au/site/who-we-are/corporate-governance">https://www.eqresources.com.au/site/who-we-are/corporate-governance</a> .
<p><b>Recommendation 6.2</b></p> <p>A listed entity should have an investor relations program that facilitates effective two-way communication with investors</p>	YES	The Company has adopted a Communication and Disclosure Policy which aims to promote and facilitate effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website as part of the Company's Corporate Governance Plan.
<p><b>Recommendation 6.3</b></p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	YES	<p>Shareholders are encouraged to participate at all general meetings and AGMs of the Company. Upon the despatch of any notice of meeting and accompanying materials to Shareholders, the Company Secretary shall send out material stating that all Shareholders are encouraged to participate at the meeting.</p> <p>Details regarding the timing and location of the Company's General Meetings or Annual General Meeting are disclosed to the ASX in advance to encourage attendance by shareholders.</p> <p>Time is also set aside at the AGM for the Board and Senior Executives to respond to any shareholder queries.</p>
<p><b>Recommendation 6.4</b></p> <p>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.</p>	YES	In order to ascertain the true will of the Company's security holders attending and voting at its security holder meetings, whether attendance is in person, electronically or by proxy or other representative, in all situations where this can be achieved the Company will conduct the voting procedure by a poll.
<p><b>Recommendation 6.5</b></p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	YES	The Shareholder Communication Strategy ensures all investors have equal and timely access to material information concerning the Company. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.

RECOMMENDATIONS	COMPLY	EXPLANATION
		<p>Shareholder queries should be referred to the Company Secretary at first instance.</p> <p>The Company's share registry is able to provide the security holder the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>
<p><b>Principle 7: Recognise and manage risk</b>  <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i></p>		
<p><b>Recommendation 7.1</b></p> <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>PARTIALY</p>	<p>The Company's Corporate Governance Plan contains an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee with at least three members, the majority of whom must be independent Directors, and which must be chaired by an independent Director.</p> <p>The Company has separated the Audit and Risk Committees to facilitate focus on the responsibilities of each.</p> <p>During the Reporting Period, the Risk Committee was chaired by Mr Oliver Kleinhempel, who is deemed not independent and has as members Mr Stephen Layton (independent), Mr Zhui Pei Yeo (not independent) and Mr Richard Morrow (independent).</p> <p>All directors participated in the Risk Committee, with half of the directors being independent.</p> <p>The Company's Audit and Risk Charter is available at <a href="https://www.eqresources.com.au/site/who-we-are/corporate-governance">https://www.eqresources.com.au/site/who-we-are/corporate-governance</a>.</p> <p>The qualifications of directors and number of meetings held and attended by directors is provided in the Company's annual report.</p>
<p><b>Recommendation 7.2</b></p> <p>The Board or a committee of the Board should:</p> <p>(a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose in relation to each reporting period, whether such a review has taken place.</p>	<p>YES</p>	<p>(a) The Audit and Risk Committee Charter requires that the Audit or the Risk Committee (or, in its absence, the Board) should, at least annually, satisfy itself that the Company's risk management framework continues to be sound.</p> <p>(b) The Company has undertaken a review of the Company's risk management framework in the FY23 financial year.</p>



RECOMMENDATIONS	COMPLY	EXPLANATION
<p><b>Recommendation 7.3</b></p> <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 risk management and internal control processes.</p>	<p>YES</p>	<p>(a) The Audit and Risk Committee Charter provides for the Audit and Risk Committee to monitor the need for an internal audit function.</p> <p>(b) The Company did not have an internal audit function for the past financial year. The Company employed the following process for evaluating and continually improving the effectiveness of its risk management and internal control processes:</p> <p>(i) the Board monitors the need for an internal audit function having regard to the size, location and complexity of the Company's operations;</p> <p>(ii) the Board periodically undertakes an internal review of financial systems and processes where systems are considered to require improvement these systems are developed; and</p> <p>(iii) The Board reviews risk management and internal compliance procedures at each Board meeting and monitors the quality of the accounting function.</p>
<p><b>Recommendation 7.4</b></p> <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>YES</p>	<p>The Audit and Risk Committee Charter requires the Audit and Risk Committee (or, in its absence, the Board) to assist management determine whether the Company has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p> <p>The Company's Corporate Governance Plan requires the Company to disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks. The Company discloses this information in its Annual Report.</p>

RECOMMENDATIONS	COMPLY	EXPLANATION
<p><b>Principle 8: Remunerate fairly and responsibly</b></p> <p><i>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 interests with the creation of value for security holders and with the entity's values and risk appetite.</i></p>		
<p><b>Recommendation 8.1</b></p> <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>PARTIALLY</p>	<p>During the Reporting Period the company established a Remuneration &amp; Nomination Committee with all Board members being involved, and non-executive director Yeo Zhui Pei, who is not independent, nominated to Chair the Committee.</p> <p>A copy of the Company's Remuneration &amp; Nomination Committee Charter, which is part of the Company's Corporate Governance Plan, is available on the Company's website <a href="https://eqresources.com.au/site/who-we-are/corporate-governance">https://eqresources.com.au/site/who-we-are/corporate-governance</a>.</p> <p>The Charter requires (where possible) that the Committee shall consist of not less than three members with half of the members independent non-executive Directors, with any director to be appointed as Chair.</p> <p>The Remuneration &amp; Nomination Committee is chaired by Mr Zhui Pei Yeo (not independent) and has Mr Stephen Layton (independent), Mr Oliver Kleinhempel (not independent) and Mr Richard Morrow (independent) as members.</p> <p>The qualifications of directors and number of meetings held and attended by directors is provided in the Company's annual report.</p> <p>Details of meetings of the Committee are disclosed in the Annual Report.</p>
<p><b>Recommendation 8.2</b></p> <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>YES</p>	<p>The Company's Corporate Governance Plan requires the Board to disclose its policies and practices regarding the remuneration of Directors and senior executives, which is disclosed in its Annual Report.</p>

RECOMMENDATIONS	COMPLY	EXPLANATION
<p><b>Recommendation 8.3</b></p> <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>(a) (b) disclose that policy or a summary of it.</p>	<p>YES</p>	<p>(a) The Company had an equity-based remuneration scheme during the past financial year. The Company's Corporate Governance Plan prohibits Key Management Personnel entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.</p> <p>(b) Executives are prohibited from entering into transactions or arrangements which limit the economic risk of participating in equity-based remuneration or in unvested entitlements.</p> <p>(c) During the year, the Company updated the Securities Trading Policy. The Company's Securities Trading Policy can be viewed at <a href="https://www.eqresources.com.au/site/who-we-are/corporate-governance">https://www.eqresources.com.au/site/who-we-are/corporate-governance</a></p>