

---

# CORPORATE GOVERNANCE STATEMENT NOVA MINERALS CORP

ARBN 696 085 346

Date Adopted: June 1, 2026

---



This document discloses the extent to which Nova Minerals Corp (**Company**) will follow, as at the date it is admitted to the official list of the Australian Securities Exchange (**ASX**), the recommendations set by the ASX Corporate Governance Council in the fourth edition published on 27 February 2019 of its Corporate Governance Principles and Recommendations (**ASX Recommendations**). The ASX Recommendations are not mandatory, however the ASX Recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt instead of the relevant ASX Recommendation.

All corporate governance policies have been approved by the Board of the Company and adopted on 1 June 2026. The Company's corporate governance policies will be available on the Company's website at [www.novamineralscorp.com](http://www.novamineralscorp.com) (**Website**).

All references to "the **Board**" below are references to the board of the Company. All references to "**Security Holders**" below include, as the context requires, stockholders of the Company (**Stockholders**) and holders of chess depositary instruments over shares in the Company (**CDI Holders**).

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
<b>1. Lay solid foundation for management and oversight</b>			
1.1.	<p>A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	Partial	<p>The Company has adopted a formal board charter, being the Corporate Governance Guidelines (<b>CG Guidelines</b>) which sets out the specific roles and responsibilities of the Board.</p> <p>The CG Guidelines do not set out the roles and responsibility of management or matters expressly reserved to the Board or those delegated to management. Instead, these matters are informed by the Company's bylaws and other constituent documents, internal policies and applicable US securities laws and stock exchange requirements.</p> <p>The Board may consider adopting a revised CG Guidelines addressing these items as the Company's governance framework develops.</p>
1.2.	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Yes	<p>In accordance with the Company's Nominating and Governance Charter (<b>NGC Charter</b>), the Nominating and Governance Committee (<b>NGC</b>) assists the Board with the identification, evaluation, approval and recommendation of director candidates.</p> <p>As part of these responsibilities, the NGC assists the Company to undertake appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history) (as appropriate) before appointing, or putting forward to Security Holders a candidate for election as, a Director.</p> <p>The Company also conducts background checks before any</p>

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
			<p>successful candidate is appointed to a senior executive role.</p> <p>All material information relevant to a decision on whether or not to elect or re-elect a Director will be included in the relevant notice of meeting approved by the Board relating to the election or re-appointment of a particular Director.</p>
1.3.	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company has in place and requires each Director and senior executive to execute a written agreement setting out the terms of their appointment.
1.4.	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The company secretary of the Company is accountable to the Board, through the Chair, for all matters relating to the proper functioning of the Board.
1.5.	<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</p>	No	<p>The Company has not adopted a standalone diversity policy. However, the NGC Charter and Director Selection Guidelines (Annexure A to the NGC Charter) nevertheless require the NGC and Board to consider diversity, including age, geography, professional background and other factors, when assessing Board composition and director candidates.</p> <p>The Board has not set measurable gender diversity objectives for the current reporting period, because:</p> <ul style="list-style-type: none"> <li>the Board does not anticipate there would be a need to appoint any new Directors or senior executives due to the limited nature of the Company's existing and proposed activities and the Board's view that the existing Directors and senior executives have sufficient skill and</li> </ul>

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
	<p>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>experience to carry out the Company’s plans;</p> <ul style="list-style-type: none"> <li>• if it became necessary to appoint any new Directors or senior executives, the Board considers that the application of a measurable gender diversity objective requiring a specified proportion of women on the Board and in senior executive roles would, given the small size of the Company and the Board, unduly limit the Company from applying its policy on appointing based on skills and merit; and</li> <li>• the Company does not have any women in senior executive positions or across the whole organisation since incorporation.</li> </ul>
1.6.	<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 for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Partial	<p>The NGC Charter requires the NGC to establish, coordinate and review with the Chair of the Board criteria and methods for at least annually evaluating the effectiveness of the Board and its committees (NGC Charter, Duties and Responsibilities, item 10). The NGC Charter also requires the NGC to obtain or perform an annual evaluation of its own performance and make applicable recommendations for improvement (NGC Charter, “Evaluation”).</p> <p>The Company will provide details on the performance evaluation for its future reporting periods.</p>
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>	Yes	<p>The Compensation Committee Charter (<b>CC Charter</b>) requires the Compensation Committee to annually review and approve corporate goals and objectives relevant to the CEO’s performance in light of those goals and</p>

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
	(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>objectives, and review and approve compensation arrangements for the CEO and the Company's other executive officers (CC Charter, Duties and Responsibilities, items 2 – 4).</p> <p>The Company will provide details on the performance evaluation for its future reporting periods.</p>
<b>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,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a 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>	Partial	<p>The Company has a nomination committee, comprising the NGC, which is governed by the NGC Charter.</p> <p>Under the NGC Charter, the NGC must comprise at least two directors, each of whom must, as determined by the Board, meet the independence standards established by the Board and applicable laws, regulations and listing requirements applicable to the Company from time to time (NGC Charter, “Composition – Independence”). Because the NGC Charter requires at least two members rather than at least three members, the Company will not follow this recommendation in full at the time of admission.</p> <p>The Chair of the NGC will be a person determined by the Board and, if no such determination is made, a member elected by the NGC.</p> <p>The NGC currently consists of three members, being Richard Beazley (Chair), Avi Geller and Chaim (Dovi) Berger, each of which are independent directors.</p> <p>Pursuant to the NGC Charter, the NGC will meet as often as is necessary to fulfil its responsibilities, including at</p>

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
			<p>least two meetings each year, and will provide minutes to the Board and report regularly to the Board on its activities. The Company will disclose the number of meetings of the NGC and individual attendances in future annual reports.</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>	No	<p>The Company has not adopted a formal Board skills matrix and therefore will not follow this recommendation in full at the time of admission.</p> <p>The NGC Charter and Director Selection Guidelines nevertheless require the NGC and Board to consider the overall mix of skills and characteristics of directors, including professional experience, industry knowledge, accounting or financial skills, leadership qualities, public company board and committee experience, independence, Board continuity and legal requirements (NGC Charter, Exhibit A, "Board Composition Selection Criteria").</p> <p>The Company will consider whether to adopt or disclose a formal Board skills matrix in future reporting periods as its governance framework develops.</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 or relationship of the type described in Box 2.3 of the ASX Recommendations 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>	Partial	<p>The NGC Charter requires the NGC to recommend to the Board standards regarding the Company's definition of Director independence and to monitor compliance with established independence standards by non-employee Directors (NGC Charter, Duties and Responsibilities, items 8 – 9).</p> <p>The CG Guidelines require the Company to disclose determinations made by the Board, in consultation with the NGC, regarding Director</p>

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
	(c) the length of service of each director.		<p>independence in the Company's annual proxy statement or, if the Company does not file an annual proxy statement, in the Company's annual report on Form 10-K (CG Guidelines, "Composition and Qualifications of the Board"). In these disclosures (or as required), the Company will state:</p> <ul style="list-style-type: none"> <li>• whether a Director has an interest, position or relationship which may be perceived to 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>• the length of service of each Director.</li> </ul> <p>The scheme booklet dated 21 April 2026 in relation to Nova Minerals Limited ACN 006 690 348 (<b>Scheme Booklet</b>) discloses that the Board considers that, at the date of listing of the Company on the ASX, each of Richard Beazley, Avi Geller and Chaim D. Berger are independent directors.</p>
2.4.	A majority of the board of a listed entity should be independent directors.	Yes	<p>Upon listing of the Company on the ASX, the Board will be comprised of two executive directors (the ED &amp; CEO, Christopher Gerteisen and the ED &amp; Director of Finance and Compliance, Craig Bentley) and three non-executive directors, each of whom the Board considers to be independent (being Richard Beazley, Avi Geller and Chaim (Dovi) Berger).</p> <p>Accordingly, upon the Company's listing on the ASX, the Board will consist of a majority of independent directors.</p>

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
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	<p>The Chair of the Board is Richard Beazley. Richard Beazley is considered an independent director for ASX purposes.</p> <p>The roles of the Chair and CEO are exercised by two separate individuals. The role of CEO is held by Christopher Gerteisen.</p>
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	<p>Under the CG Guidelines, the Board or Nominating Committee are empowered to develop and oversee an orientation program for new members of the Board. The purpose of the program is to provide the new Director with comprehensive information about the Company's business, performance, policies and procedures and the responsibilities and expectations of members of the Board (CG Guidelines, item 8).</p> <p>The CG Guidelines also prescribe that the Company should encourage Directors to participate in continuing director education seminars and other continuing education activities that will expand and enhance the directors' knowledge of issues and matters regarding corporate governance, director roles and responsibilities and other matters relating to the carrying out of director duties (CG Guidelines, item 8).</p>
<b>3. Instil a culture of acting lawfully, ethically and responsibly</b>			
3.1.	A listed entity should articulate and disclose its values.	Yes	The Company's 'Code of Ethics' sets out the Company's values (being: honest and ethical conduct, integrity, fair dealing, compliance with law, accurate disclosure, avoidance of conflicts of interest, protection of Company assets, accountability and

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
			prompt internal reporting of breaches (Code of Ethics, sections I, II, III, IV and V)).
3.2.	<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>	Yes	<p>The Company has adopted a Code of Ethics, which applies to all of the Company's directors, senior executives and employees.</p> <p>The Code of Ethics encourages individuals within the scope of the Code of Ethics to report all breaches or suspected breaches to the Chair of the Company (Code of Ethics, section V).</p>
3.3.	<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>	Partial	<p>The Company has adopted a standalone Whistleblower Policy which aims to deter wrongdoing and encourage reporting of such wrongdoing through the provision of safe and secure processes which protect and support individuals who disclose wrongdoing.</p> <p>Under the Whistleblower Policy, the Company may implement procedures prescribing the action that the Company may take in response to complaints under the Whistleblower Policy, including for example that the investigation findings of a complaint should be provided to the Board or the audit and risk committee (Whistleblower Policy, "Protection from Detrimental Acts or Omissions").</p>
3.4.	<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>	No	<p>The Company has not adopted a standalone anti-bribery and corruption policy. However, the Company's Code of Ethics contains an anti-corruption section requiring compliance with applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act, and prohibiting directors, officers and employees from directly or</p>

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
			<p>indirectly giving anything of value to government officials to the extent prohibited by applicable law (Code of Ethics, section X).</p> <p>The Code of Ethics also requires prompt reporting of breaches or potential breaches to the Chair, Board investigation of reported breaches and appropriate disciplinary or preventive action (Code of Ethics, section V).</p> <p>The Company may consider adopting a standalone anti-bribery and corruption policy as its governance framework develops.</p>
<b>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 nonexecutive 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>	Partial	<p>The Company has an Audit Committee, which is governed by the Audit Committee Charter (<b>AC Charter</b>).</p> <p>The AC Charter provides that the Audit Committee shall be comprised of at least three Directors, each of whom shall, as determined by the Board, meet the independence requirements established by the Board and applicable laws, regulations and listing requirements applicable to the Company from time to time (AC Charter, “Composition – Independence”).</p> <p>At the time of listing, the members of the Audit Committee are Richard Beazley, Avi Geller (Chair) and Chaim (Dovi) Berger, each of which are independent Directors.</p> <p>The Chair of the Audit Committee will be designated by the Board and in absence of a member of the Board, the members of the Audit Committee will</p>

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
	(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>appoint, from their members, a person to preside at their meetings.</p> <p>The AC Charter provides that all members of the Audit Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication.</p> <p>The AC Charter provides that the Audit Committee will meet as often as required to effectively fulfil its responsibilities and at least quarterly. The Company will disclose the number of meetings of the Audit Committee in the Company's annual report.</p>
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	<p>As an ASX listed entity and as required by the Company's Risk Management and Related Party Transactions Policy (<b>Risk Policy</b>), for the Company's quarterly and annual reports, the Board will obtain declarations from the CEO and CFO that:</p> <ul style="list-style-type: none"> <li>• in their opinion, the Company's financial records have been properly maintained;</li> <li>• in their opinion, in all material respects, 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</li> <li>• their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</li> </ul>
4.3.	A listed entity should disclose its process to verify the integrity of any periodic corporate	Yes	The CEO and CFO will review all reports before they are presented to the

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
	report it releases to the market that is not audited or reviewed by an external auditor.		Board for review and subsequently released to the market. Such reports will not be released to the market unless they have been reviewed by the CEO, a committee of the Board or the Board.
<b>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.	Yes	The Company has adopted a written continuous disclosure policy, being the Communications and Disclosure Policy ( <b>CD Policy</b> ) which ensures that the Company complies with its continuous disclosure obligations under ASX Listing Rule 3.1 and other applicable disclosure obligations under US securities laws.
5.2.	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The CD Policy requires the Company Secretary to ensure that all announcements (including material market announcements) are provided to the Directors immediately prior to, or shortly after, release to the market (CD Policy, "Responsibilities").
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.	Partial	All new and substantive investor or analyst presentations containing new information relating to the Company will be released to the ASX Market Announcements Platform ahead of presentation.
<b>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.	Yes	Information about the Company and its governance is on its Website.
6.2.	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The CD Policy requires the Company to implement a robust investor relations program to facilitate effective two-way communication between the Company and its investors (CD Policy,

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
			<p>"Purpose"). This program intends to, amongst other things, ensure that:</p> <ul style="list-style-type: none"> <li>• investors are provided with timely access to balanced information concerning the Company via market releases;</li> <li>• general meetings are structured to provide effective communication to investors and allow for informed investor participation, including by virtue of attendance of an external auditor to answer investor questions;</li> <li>• all relevant announcements made to market (including annual reports and information used for analyst briefings and press releases) are made available on the Company's website;</li> <li>• investors may pose questions to the Company via email communication or by written correspondence or telephone to the Company Secretary; and</li> <li>• investors are provided with the option to send and receive communication with the Company and its share registry by electronic means,</li> </ul> <p>(CD Policy, "15. Investor Relations Program").</p>
6.3.	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	As set out in the CD Policy, Security Holders of the Company will be encouraged to attend and participate at general meetings and, where practicable, the Company will consider the use of technological solutions to encourage Security Holders attendance at meetings. Security Holders which

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
			cannot attend such meetings will be encouraged to vote by proxy and ask questions ahead of the meeting on the resolutions to be considered at the meeting (CD Policy, "15. Investor Relations Program").
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	All substantive resolutions at a meeting of Security Holders will be decided on a poll rather than on a show of hands.
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	The CD Policy requires the Company to ensure that Security Holders are given the option to receive communications from, and send communications to, the Company and its share registry electronically (CD Policy, "15. Investor Relations Program"). Security Holders can elect to receive electronic communications by contacting Computershare, the Company's share registry.
<b>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> <ul style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director,</li> </ul> <p>and disclose:</p> <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period</li> </ul>	Partial	<p>The Company has adopted the Risk Policy which is designed to assist the Company to identify, assess, monitor and manage its risk, including any material changes to its risk profile.</p> <p>Under the Risk Policy, the Board has delegated responsibility of overseeing and approving risk management strategies and policies, internal compliance and internal control to the Audit Committee.</p> <p>The AC Charter provides that the Audit Committee shall be comprised of at least three Directors, each of whom shall, as determined by the Board, meet the independence requirements established by the Board and applicable</p>

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
	<p>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>laws, regulations and listing requirements applicable to the Company from time to time (AC Charter, "Composition – Independence").</p> <p>At the time of listing, the members of the Audit Committee are Richard Beazley, Avi Geller (Chair) and Chaim (Dovi) Berger, each of which are independent Directors.</p> <p>The Chair of the Audit Committee will be designated by the Board and in absence of a member of the Board, the members of the Audit Committee will appoint, from their members, a person to preside at their meetings.</p> <p>The AC Charter provides that all members of the Audit Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication.</p> <p>The AC Charter provides that the Audit Committee will meet as often as required to effectively fulfil its responsibilities and at least quarterly.</p> <p>The Company will disclose the number of meetings of the Audit Committee in the Company's annual report.</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>	Yes	<p>The Audit Committee will review the Company's risk management framework in accordance with the AC Charter to satisfy itself that the risk management framework remains sound and that the Company is operating with due regard to the risk appetite set by</p>

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
	(b) disclose, in relation to each reporting period, whether such a review has taken place.		<p>the Board (Risk Policy, "2. General Risk Management Duties Under this Policy").</p> <p>The AC Charter provides that the Audit Committee will meet as often as required to effectively fulfil its responsibilities and at least quarterly.</p> <p>The Company will disclose, in relation to each reporting period, whether such review of the Company's risk management framework has taken place in the Company's annual report.</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>	No	<p>The Board does not currently have an internal audit function. The Company will employ the following process for evaluating and continually improving the effectiveness of its risk management and internal control processes:</p> <ul style="list-style-type: none"> <li>• the Board will monitor the need for an internal audit function having regard to the size, location and complexity of the Company's operations;</li> <li>• the Board will periodically undertake an internal review of the Company's financial systems and processes, and where any such systems are considered to require improvement, those improvements will be developed and implemented; and</li> <li>• the Board will review risk management and internal compliance procedures at each Board meeting and monitor the quality of the accounting function.</li> </ul> <p>Pursuant to US securities laws, the Company is required to implement an</p>

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
			internal audit function within one year from the date of listing on the ASX.
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	<p>The Company will disclose whether it has any material exposure to economic, environmental, social sustainability and other risks factors in its annual report. The Risk Policy requires the Company to have policies and procedures, including a risk management framework, to manage those risks (Risk Policy, "2. General Risk Management Duties Under this Policy").</p> <p>The Company has also disclosed the material risk factors relating to holding CDIs in the Company that are listed on the ASX, including environmental and social risks in section 9.3 of the Scheme Booklet.</p>
<b>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,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p>	Partial	<p>The Company has established a remuneration committee in the form of the Compensation Committee, which is governed by the CC Charter. The CC Charter provides that the Compensation Committee will have overall responsibility for approving and evaluating executive compensation plans, policies and programmes, reviewing CEO and executive officer compensation and equity-based plans, reviewing non-employee director compensation where applicable, reviewing compensation risk and overseeing compliance with SEC and NYSE requirements for compensation matters and recovery of erroneously awarded compensation (CC Charter, Duties and Responsibilities, items 1 – 15).</p>

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
	<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>The CC Charter provides that the Compensation Committee will be composed of at least three Directors, each of whom must, as determined by the Board, meet the independence standards established by the Board and applicable laws, regulations and listing requirements applicable to the Company from time to time (CC Charter, "Composition – Independence").</p> <p>The Compensation Committee will consist of Richard Beazley, Avi Geller and Chaim (Dovi) Berger (Chair), each of which are independent Directors.</p> <p>The Chair of the Compensation Committee will be a person determined by the Board and, if no such determination is made, a member elected by the Compensation Committee.</p> <p>The CC Charter provides that the Compensation Committee will meet as often as necessary, including at least two meetings each year, and will provide minutes to the Board and report regularly to the Board on its activities (CC Charter, "Meetings and Reporting to Board").</p> <p>The Company will disclose the number of meetings of the Compensation Committee and individual attendances in future annual reports.</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>	Yes	<p>The Compensation Committee is responsible for approving and evaluating compensation plans, policies and programs of the Company as they affect executive officers.</p>

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
			Details of the Company's remuneration policies and practices for non-executive Directors, executive Directors and senior executives is disclosed in section 12.3 of the Scheme Booklet, and will continue to be disclosed by the Company in future annual reports.
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>	Yes	<p>The Company has an equity-based remuneration scheme in place. The Company's Insider Trading, Dissemination of Inside Information and Securities Dealing Policy prohibits such participants from trading in the Company's securities (except where they receive prior written approval), including derivatives or other products. This operates to limit the economic risk of unvested securities through the scheme.</p> <p>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>
<b>9. 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.	N/A	N/A
9.2.	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	Yes	The Company will ensure that meetings of Security Holders are held at a reasonable place and time, including having regard to the location of Stockholders and CDI Holders and the

No.	ASX Recommendation	Compliant (Yes/No)	Explanation
			Company's status as a US-incorporated company listed on ASX through CDIs.
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.	Yes	As set out in the CD Policy, the Company will ensure that its external auditor attends its annual general meeting and is available to answer questions from Security Holders relevant to the audit of the Company's accounts (CD Policy, "15. Investor Relations Program").