



**LUNNON
METALS**

ABN 82 600 008 848 | ASX:LM8

**Corporate
Governance
Statement**

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ACKNOWLEDGEMENT OF COUNTRY

At Lunnon Metals, we acknowledge the Traditional Owners of the land upon which we operate at Foster / Baker, the Ngadju people, and recognise their unique cultural heritage, beliefs and connection to these lands, waters and communities. We pay our respects to their Elders past, present and emerging.

1. GOVERNANCE FRAMEWORK

The Board of Directors (the **Board**) of Lunnon Metals Limited (**Lunnon Metals** or the **Company**) support the establishment and continual development of good corporate governance for the Company, representing its shareholders and promoting and protecting its interests. The Board believes that high standards of governance create a corporate culture that values integrity and ethical behaviour.

Lunnon Metals has adopted systems of control and accountability as the basis for the oversight of corporate governance, which is illustrated in Lunnon Metals' Corporate Governance framework on page 6.

The policies and procedures within these systems of control and accountability are set out in the Corporate Policy section on the Company's website at www.lunnonmetals.com.au/corporate-governance/. The Board is committed to enacting the policies and procedures with openness and integrity, with the intent of providing a strong framework and practical means for ensuring good governance outcomes which meet the expectations of stakeholders.

As a listed entity, Lunnon Metals must comply with the *Corporations Act 2001* (Cth), the *ASX Listing Rules* and other Australian laws. The ASX Listing Rules require the Company to report on the extent to which it has aligned with the ASX Corporate Governance Council's Principles and Recommendations (**ASX Recommendations**). Further information on the ASX Recommendations can be found on the ASX website asx.com.au.

The Board has implemented policies and practices that are considered appropriate for the Company given its current size and complexity. The Company complies with the 4th Edition ASX Recommendations, except as noted below.

ASX Recommendation	Why not?
<p>Recommendation 1.5(c)(1) and (2)</p> <p>(c) <i>disclose in relation to each reporting period:</i></p> <p>(1) <i>the measurable objectives set for that period to achieve gender diversity;</i></p> <p>(2) <i>the entity's progress towards achieving those objectives.</i></p>	<p>Under the Diversity Policy, the Board is responsible for developing, where possible, measurable objectives and strategies to support the framework and objectives of the Diversity Policy.</p> <p>Despite the Diversity Policy stating that measurable objectives will be set and reported, and the Company's commitment to workforce diversity, in the FY23 reporting period, it was the Board's view that the Company's size and scale of activities and relatively small number of employees, it was not appropriate for the Board to set and disclose measurable objectives for achieving gender diversity, and annually assess objectives and the entity's progress in achieving them.</p> <p>The Company has set and disclosed measurable objectives for achieving gender diversity for the FY24 reporting period.</p>
<p>Recommendation 2.1(a)</p> <p><i>The Board of a listed entity should:</i></p> <p>(a) <i>have a nomination committee which:</i></p> <p>(1) <i>has at least three members, a majority of whom are independent directors;</i> <i>and</i></p> <p>(2) <i>is chaired by an independent director;</i> <i>and disclose:</i></p> <p>(3) <i>the charter of the committee;</i></p> <p>(4) <i>the members of the committee; and</i> <i>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.</i></p>	<p>The Company did not have a Nomination Committee for the FY23 reporting period.</p> <p>Due to the size of the Board and scale of activities, the Board determined there were no material benefits in establishing a separate nomination committee, including to bring the transparency, focus and independent judgement needed on decisions regarding the composition of the Board. The Board notes that Board meeting agendas were planned for over an annual period to balance the work and responsibilities throughout the year, enabling sufficient time for the necessary focus and attention on the Company's board composition to ensure that the Board can discharge its duties and responsibilities effectively.</p> <p>The roles and responsibilities conducted by the Board 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 include: considering the size and composition of the Board, assessing and determining the independent status of each director at least annually, regularly determining whether each director has enough time to commit to carry out their duties and responsibilities, implementing a plan for identifying, assessing and enhancing director competencies, ensuring there is an annual performance review of the Board and Executive Leaders, ensuring there is a succession plan for the Board and Executive Leaders, reviewing induction plans for director and determining the annual re-election of directors.</p> <p>The Company has now established a Nomination Committee (in conjunction with the Remuneration Committee) for the FY24 reporting period. The Remuneration and Nomination Committee meets the criteria of Recommendation 2.1(a)</p>

ASX Recommendation	Why not?
<p>Recommendation 2.4</p> <p><i>A majority of the board of a listed entity should be independent directors.</i></p>	<p>The Company does not have a majority of the Board as independent directors.</p> <p>Liam Twigger (non-executive chair) and Deborah Lord (non-executive director) are considered independent, whilst the remaining two non-executive directors, Ashley McDonald and Ian Junk, are not considered independent under the Independence Criteria detailed in the Recommendations. The Managing Director, Edmund Ainscough, is also not independent.</p> <p>Despite this departure from the Recommendation, the Board believes that both non-executive directors who are not considered to be independent are well qualified and have the relevant industry expertise to make decisions that are in the best interests of the Company (except where a conflict may arise). An assessment of their independence is specified on page 14 below to enable investors and proxy advisors to make their own assessment of independence and any likelihood that decisions of the board will be biased and not reflect the best interests of the entity as a whole.</p> <p>In accordance with the Company's Conflicts of Interest policy, where a director acquires an interest, position, association or relationship described in Recommendation 2.3 and exceeds the Materiality Thresholds set out in the Charter, the director must immediately declare the nature of the interest, position, association or relationship and the Board will determine whether to declare any loss of independence.</p> <p>As part of the Board's review of the composition of the Board, the Board is considering the appointment of an additional independent non-executive director.</p>
<p>Recommendation 4.1(a)</p> <p><i>The Board of a listed entity should:</i></p> <p>(a) <i>have an audit committee which:</i></p> <p>(1) <i>has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</i></p> <p>(2) <i>is chaired by an independent director, who is not chair of the board; and disclose:</i></p> <p>(3) <i>the charter of the committee;</i></p> <p>(4) <i>the relevant qualifications and experience of the members of committee; and</i></p> <p>(5) <i>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.</i></p>	<p>The Company did not have an Audit Committee for the FY23 reporting period.</p> <p>The functions of the audit committee were performed by the Board as a whole, when required.</p> <p>Due to the size of the Board and scale of activities, the Board determined there was no material benefits in establishing a separate audit committee, including to bring the transparency, focus and judgement needed to oversee the corporate reporting process. The Board notes that Board meeting agendas were planned for over the reporting period to balance the work and responsibilities throughout the year, enabling sufficient time for the necessary focus and attention on the Company's financial statements.</p> <p>The processes for appointing and removing the external auditor and the rotation of the audit engagement partner is in its "External Auditor and Non-Audit Services Policy", a copy of which is available on the Company's website: www.lunnonmetals.com.au/corporate-governance/</p> <p>The Company has now established an Audit and Risk Committee for the FY24 reporting period. The members of the Audit and Risk Committee are: Ian Junk (Chair), Liam Twigger (member) and Deborah Lord (member). The composition of the Committee will enable the Company to comply with all recommendations except 4.1(a)(2).</p>

ASX Recommendation	Why not?
<p>Recommendation 7.1(a)</p> <p><i>The Board of a listed entity should:</i></p> <p>(a) <i>have a committee or committees to oversee risk, each of which:</i></p> <p>(1) <i>has at least three members, a majority of whom are independent directors; and</i></p> <p>(2) <i>is chaired by an independent director;</i></p> <p><i>and disclose:</i></p> <p>(3) <i>the charter of the committee;</i></p> <p><i>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.</i></p>	<p>The Company did not have a risk committee for the FY23 reporting period.</p> <p>Due to the size of the Board and scale of activities, the Board determined there was no efficiencies, at the time, of establishing a separate risk committee.</p> <p>It was the Board's responsibility under the Charter and the Company's Risk Management Policy to review and ratify systems of audit, risk management and internal compliance and control, codes of conduct and legal compliance to minimise the possibility of the Company operating beyond acceptable risk parameters.</p> <p>The Board notes that Board meeting agendas were planned for over the reporting period to balance the work and responsibilities throughout the year, enabling sufficient time for the necessary focus and attention on the Company's risk management framework, including whether the Board was operating within the risk appetite set by the Board, reviewing risk assessments, mitigation measures and controls put in place to deal with those risks, reviewing any material risk incident, receiving reports from management of new or emerging risks, and overseeing the entity's insurance program.</p> <p>The Company has now established an Audit and Risk Committee for the FY24 reporting period. The members of the Audit and Risk Committee are: Ian Junk (Chair), Liam Twigger (member) and Deborah Lord (member). The composition of the Committee will enable the Company to comply with all recommendations except 7.1(a)(2).</p>
<p>Recommendation 7.3(a)</p> <p><i>A listed entity should disclose:</i></p> <p>(a) <i>if it has an internal audit function, how the function is structured and what role it performs;</i></p>	<p>The Company does not have a formal internal audit function (including outsourcing internal audit to an external audit firm who is not the financial audit firm).</p> <p>The Board oversees the effectiveness of governance, risk management and internal control processes. Management is charged with resourcing, operating and monitoring the system of internal control, incorporating risk responses in the form of controls into its management systems and reporting results of the effectiveness of these systems to the Board. Management may seek external specialist advice to assist it establish controls or assure the controls.</p> <p>The Board may seek external assurance on an ad hoc basis from an independent external audit firm (or other appropriate external specialist advice), with details of the scope of the audit or assurance to be determined by the Board, and findings of the audit report to be directly reported to the Board by the external auditor.</p>

Further information about the Company's corporate governance practices and the Company's Corporate Governance Statement is set out on the Company's website at lunnometals.com.au/corporate-governance/ together with the ASX Appendix 4G (a checklist cross referencing the ASX Recommendations to disclosures in this statement). The Board will continue to review and amend its governance policies as appropriate to reflect changes in the Company's growth, operational status, legislation and accepted good practice.



Figure 1: Lunnon Metals' Corporate Governance framework

2. BOARD AND MANAGEMENT

The Role of the Board

The role of the Board is to provide leadership, guidance and oversight for Lunnon Metals and to build long-term sustainable value for the Company's shareholders whilst respecting the interests of other key stakeholders.

In order to fulfil this role, the Board is responsible for the overall corporate governance of the Company, including formulating its strategic direction, approving the Company's statement of Values which underpins Lunnon Metals' culture, setting risk appetite, demonstrating leadership and tone from the top, setting remuneration, and monitoring the performance of Directors and the Managing Director and his direct reports (**Executive Leaders**).

The Board ensures that Executive Leaders are appropriately qualified and experienced to discharge their responsibilities. The Board relies on Executive Leaders to ensure the Company's Values are instilled within the organisation, ensure the development and delivery of corporate strategy and performance objectives, approving and monitoring expenditure, ensure the integrity of internal controls and management information systems, and monitor and prepare financial and other reporting.

Constitution and Board Charter

Lunnon Metals' Constitution governs the Board's conduct and the Company's Board Charter sets out the respective roles, key responsibilities and authorities of the Board and Executive Leaders in setting the direction, the management and control of the Company. The Board periodically reviews and makes any required changes to the Board Charter.

At an Extraordinary General Meeting in March 2023, with approval of a special majority of shareholders, the Company updated its Constitution in anticipation of recent and potential changes to the Corporations Act, ASX Listing Rules and ASX Settlement Operating Rules. The major changes related to facilitating hybrid shareholder meetings (but not wholly "virtual" online meetings), increasing the maximum number of joint holders of shares, increasing the interest rate for amounts owing to the Company under the Constitution, and other administrative changes aimed at facilitating flexibility and efficiency in the governance of the Company or reflecting changes in the Corporations Act, in particular following the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth).



The Constitution and the Board Charter are available on the Company's website at www.lunnonmetals.com.au/corporate-governance/.

Board Processes

The Board notes that Board meeting agendas are planned for an annual period to balance the work and responsibilities throughout the year, enabling sufficient time for the necessary focus and attention on specific areas of the business and to meet relevant reporting deadlines. At each scheduled Board meeting, certain standing information is discussed, in particular operational and financial updates, strategic matters, Environmental, Social and Governance (**ESG**) updates, and governance registers.

The agenda is regularly reviewed by the Chair, the Managing Director and the Company Secretary.

Board Composition

The Constitution of the Company provides that the number of Directors must be at least three. There is no requirement for any shareholding qualification.

The membership of the Board, its activities and composition are subject to periodic review. The criteria for determining the identification and appointment of a suitable candidate for the Board includes the quality of the individual, background of experience and achievement, compatibility with other Board members, gaps in the collective skills that the Board currently has or is looking to achieve, intellectual ability to actively contribute to Board duties and physical ability to undertake Board duties and responsibilities.

The composition of the Board, including members' qualifications and length of service, as at 30 June 2023 is summarised in the table below:

Name	Status and Position	Independent	Qualifications	Length of service*
Mr Liam Twigger	Non-executive Chairman	Yes	B.Econ, CPA, GDipBus	2 years and 3 months
Mr Edmund Ainscough	Managing Director and Chief Executive Officer	No	B.Sc (Hons) (Geology), FGeolSoc, MAusIMM	8 years and 5 months
Mr Ian Junk	Non-executive	No	B.Eng (Hons) (Mining), MAusIMM	8 years and 10 months
Mr Ashley McDonald	Non-executive	No	B.Comm, LLB	2 years and 3 months
Ms Deborah Lord	Non-executive	Yes	B.Sc (Hons) (Geology), FAusIMM, MAIG, GAICD	1 year and 3 months

* Lunnon Metals commenced listing on the ASX on 16 June 2021.

Skills and Experience

The strategy of the Company is to:

“Bring the best of Kambalda to the Clean Energy Transition”

Strategic Imperatives	Define our Pathway	Understand our Potential	our	Secure our Future
Near Term Targets (0 to 2 years)	Define a pathway to production for priority development assets De-risking priority development (Ore Reserves at Baker / Permits in place for Baker and Foster to enable Financial Investment Decision)	Understand the full potential within our exploration portfolio Discover new deposits		Ensure sufficient capital to fund strategy and operations Create a culture to attract/retain right people to support future growth
Mid Term Targets (2 to 5 years)	Production at Baker and Foster	Increase Mineral Resources	Mineral	Safely deliver production and growth
Long Term Targets (> 5 years)	Sustainable production pipeline (5 year Life of Mine)	Identify further opportunities to grow through organic and inorganic means.		Enhance our ESG capability and capacity, so that we move towards our goal in a disciplined and safe manner Maximise long term returns to enhance our business

The Board skills required to deliver this strategy are listed in the matrix on page 10, together with the skills brought by the Company's Directors as at 30 June 2023. The Board recognises the importance of having Directors who possess a broad range of skills, background, expertise, diversity and experience in order to facilitate constructive decision making and facilitate good governance processes and procedures. To the extent that any skills are not directly represented on the Board, they are augmented through management and external advisors.

The current Board composition and mix of Director skills are assessed by the Board, at least annually, to ensure that the Board skills:

- Meet the current needs of the Company's operations;
- Meet the evolving needs of the Company, including as the Company strategy is implemented and strategic emphasis or direction changes; and
- Are appropriate to meet the changing environment and corporate landscape in which the Company operates.

Having reviewed the 2023 Board Skills Matrix set out below, the Board was satisfied that it, as a collective, has the skills, knowledge and experience to discharge its role and responsibilities.

The Board's assessment acknowledged the need for an additional independent non-executive director, preferably with skills in accounting and tax to Chair the Company's recently instituted Audit and Risk Committee.

SKILLS & EXPERIENCE

 = Highly Competent/Practice  = Competent  = Awareness

Board

Corporate Governance - Demonstrated commitment to the highest standards of corporate governance, including board, senior executive or equivalent experience or background which demonstrates a commitment to a high level of corporate governance.



Technical Skills in Resources - Advanced technical understanding of exploration, mine geology, mining engineering or processing.



Accounting, Treasury & Audit - Professional qualifications in finance disciplines or exhibits a high level of experience or background in financial accounting and reporting, internal financial and risk controls, capital management and treasury.



Tax Risk Management & Compliance - Understanding corporate tax requirements (including income tax, excise and indirect taxes) and tax risk management, experience with oversight and application of corporate tax policies and frameworks, experience in reviewing tax sensitive matters associated with major transactions.



Mining Industry Knowledge & Direct Experience - Experience in advising mining or resources companies or as a senior executive in the mining industry



Risk Management & Compliance - Senior executive experience in operational risk management, including identification, monitoring, mitigation and compliance.



Investor Relations & Capital Markets - Expertise and commitment to investor engagement, sustainability initiatives, social responsibility and engagement with the investor community, including brokers and analysts.



Corporate Transactions - Corporate transactions, debt and equity transactions, corporate restructuring, and transactions raising complex financial, regulatory and operational issues.



Project Studies & Construction - Contract negotiations, project management, projects involving large scale outlays and projects with long-term investment horizons.



Operations Management - Track record of safety, reliability and integrity in production and delivery of mining operations and demonstrated understanding of the company's purpose to achieve superior shareholder returns.



IT & Innovation - Executive management experience in information technology, including data analytics, cyber risk and security and IT project delivery. Experience in applying new technologies or innovative techniques to deliver business improvement.



Health & Safety - Relevant experience in workplace health and safety, implementing health, safety and wellbeing strategies, and proactive identification and prevention of health and safety risks.



Environmental - Relevant experience in the management of environmental performance, including managing resources and emissions.



Community Relations - Relevant experience of overseeing successful engagement with a range of key stakeholders at national, regional and local levels, including government, community and non-government organisations.



ESG, Legal, Regulatory Policy - Executive experience with a strong focus on, and adherence to high environmental, social and governance (ESG) standards, including the development of ESG related policies, principles and standards and dealing with regulatory or governmental matters in an executive or board capacity. Legal experience and proactive identification of legal and regulatory risk.



Strategy - Experience in developing and implementing successful strategy, the ability to provide oversight of management for the delivery of strategic objectives and competitive business analysis



HR & Workplace Relations - Board remuneration committee membership or succession planning, remuneration and talent management (including incentive programs), the legislative and contractual framework governing remuneration, and the legislative framework governing workplace relations.



Board & Executive Management - Serving on boards of varying size and composition, in varying industries and for a range of organisations. An awareness of global practices and benchmarking and some ASX 200 experience (or similar major index constituent) as Director or Senior Executive.



Roles of Chairman and Chief Executive Officer

The Company maintains a separation between the Chairman and Chief Executive Officer roles. The day-to-day management of the Company is overseen by the Managing Director and Chief Executive Officer, Mr Edmund Ainscough.

The Chairman of the Board, Mr Liam Twigger, is an Independent Non-executive Director.

Director Independence

The Board recognises the importance of having an appropriate balance of independent and non-independent Directors, and the Board considers this balance in determining Director candidates. Independent Directors are noted in the table on page 13.

During the 12 month period ended 30 June 2023, the Board did **not** have a majority of independent Directors.

The Board only considers a Non-executive Director to be independent where he or she is free of any interest, position or relationship that might influence, or might reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

Materiality is considered on a case-by-case basis, against thresholds determined by the Board from the perspective of the Company, the Director, and the person or entity with which the Director has a relationship. The Board has determined the threshold for a material business relationship is if the Director receives directly or indirectly more than 30% of a non-executive's fees in any financial year from that business relationship.

Directors are required to disclose circumstances that may affect, or be perceived to affect, their ability to exercise independent judgement so that the Board can assess independence on a regular basis.

In determining a Director's independence, the Board has taken into regard the factors which may affect independence as set out in the ASX Recommendations, including:

- They have not been employed in an executive capacity by Lunnon Metals or there has been a period of at least three years between ceasing such employment and serving on the Board
- They do not receive performance-based remuneration or participate in an employee incentive scheme.
- They have not, within the last three years, been a principal of a material adviser or consultant to Lunnon Metals.
- They have not, within the last three years, been in a material business relationship with Lunnon Metals, or an officer of, or otherwise associated directly or indirectly with, someone with such a relationship.
- They are not a substantial shareholder of Lunnon Metals, or an officer of, or otherwise affiliated with, a substantial security holder of the entity within the last 3 years.
- They do not have close personal ties with any person who falls within any of the categories described above.

- They are a non-executive director of Lunnon Metals and have not been a director for such a period that their independence from management and substantial holders may have been compromised.
- Any fees paid to a non-executive director by Lunnon Metals for services provided are not of such amounts that could make the director reliant on such remuneration.
- They have no other material contractual relationships with Lunnon Metals other than as directors of the Company.
- They are free from any interest which could reasonably be perceived to materially interfere with their ability to act in Lunnon Metals' best interest.

Performance reviews undertaken for individual Directors also include consideration of a Director's degree of independence on an ongoing basis.

A summary of the interests, positions or relationships that might influence, or reasonably be perceived to influence, a director's capacity to bring an independent judgement to bear on issues before the board is below.

Director	Independent	Factors Assessed Against Independence	Factors Considered but not Deemed Material
Liam Twigger	Yes	Nil	<p>Argonaut Engagement</p> <p>Argonaut Securities Pty Ltd (Argonaut) received payment of \$450,000 (30% of fees) in FY2022 associated with Lunnon Metals' \$30,000,000 placement (in conjunction with Euroz Hartleys Limited, who received 70%) in April 2022.</p> <p>Mr Twigger is Deputy Chairperson and Executive Director of Argonaut, and is a shareholder of Argonaut. Mr Twigger declared a conflict with both parties and was not involved in the equity raise discussions, including the selection or terms of engagement of the brokers.</p> <p>Mr Twigger did not receive any direct fees as a result of Argonaut's engagement by Lunnon Metals. Mr Twigger has declared his shareholding is less than 5% in Argonaut and that he received less than 10% of his FY2023 NED fees as an indirect payment via profit share from the FY2022 engagement (on both a share of NPAT and dividend basis). The Board is of the opinion that this is not material as it is less than the threshold set for a material business relationship by the Board (being 30% of a non-executive director's fee in any financial year).</p> <p>Options</p> <p>475,000 Options, granted on 23 March 2021, exercisable at 5c and expiring 22 March 2026 were subject to 3 independent vesting conditions:</p> <ul style="list-style-type: none"> • 158,334 vesting on the Company declaring an 80kt contained nickel global mineral resource (vested 11 January 2023); • 158,333 vesting on the Company having a 20 day VWAP of \$0.45 (vested 23 July 2021); and • 158,333 vesting on the Company having a 20 day VWAP of \$0.60 (vested 19 January 2022). <p>The 20-day VWAP vesting conditions vested before the commencement of the FY23 reporting period. The 158,334 options linked to the mineral resource declaration were performance related but were not considered to be material enough to influence independent judgement in the opinion of the Board, in particular when declaring mineral resources.</p>
Edmund Ainscough	No	<p>Member of Executive</p> <p>An executive of the Company (Managing Director and CEO)</p> <p>Receives performance-based remuneration</p>	Nil

Director	Independent	Factors Assessed Against Independence	Factors Considered but not Deemed Material
Ian Junk	No	<p>Substantial Shareholding</p> <p>A substantial shareholder of Lunnon Metals until 4 October 2022. As at 30 June 2023, Mr Junk held a 4.93% equity interest in the Company.</p> <p>Office Lease</p> <p>The Company leased a West Perth office up to 9 March 2023 from an entity controlled by Mr Junk. Rental and Outgoings payments for the financial year were \$59,442 (FY2022: 59,670).</p>	<p>Options</p> <p>475,00 options granted 11 August 2022, exercise price of \$1.18, expiring 11 February 2026, with vesting as follows:</p> <ul style="list-style-type: none"> • 150,000 on remaining a Director as at 11 August 2023; • 150,000 on remaining a Director as at 11 August 2024; and • 175,000 on remaining a Director as at 11 August 2025. <p>While the Board considered the stretch exercise price of \$1.18, it did not consider the stretch exercise price was sufficiently performance related to influence (in a material respect) independent judgement.</p>
Ashley McDonald	No	<p>Substantial Shareholder Representative</p> <p>A nominee, and employee, of a substantial shareholder (St Ives Gold Mining Company Pty Ltd, a wholly owned subsidiary of Gold Fields Limited), which at 30 June 2023 held a 33.96% equity interest in the Company.</p>	Nil
Deborah Lord	Yes	Nil	<p>Options</p> <p>475,00 options granted 11 August 2022, exercise price of \$1.18, expiring 11 February 2026, with vesting as follows:</p> <ul style="list-style-type: none"> • 150,000 on remaining a Director as at 11 August 2023; • 150,000 on remaining a Director as at 11 August 2024; and • 175,000 on remaining a Director as at 11 August 2025. <p>While the Board considered the stretch exercise price of \$1.18, it did not consider the stretch exercise price was sufficiently performance related to influence (in a material respect) independent judgement.</p>

Conflicts of Interest

The Board has a process in place if there is, or may be, a conflict between the personal interests of a Director, or the duties a Director owes to another company, and the duties the Director owes to Lunnon Metals.

The Company maintains a register of Directors' interests which is reviewed by the Board at each standing Board meeting.

A Director with an actual or potential conflict of interest in relation to a matter before the Board does not receive the Board papers relating to that matter and when the matter comes before the Board for discussion, the Director withdraws from the meeting for the period during which the matter is considered and takes no part in the discussions or decision-making process. Minutes reporting on matters in which a Director is considered to have a conflict of interest are not provided to that Director. However, the Director is given notice of the broad nature of the matter for discussion and is updated in general terms on the progress of the matter.

Board Succession Planning

The Board annually reviews the size, composition, independence and diversity of the Board and the mix of existing competencies.

The Board's assessment acknowledged the need for an additional independent non-executive director, preferably with skills in accounting and tax to Chair the Company's recently instituted Audit and Risk Committee.

Director Retirement, Re-election and Appointments

The selection and appointment process for new Directors is carried out by the Board.

If the Board decides to appoint a new member either to complement the existing members or fill a vacancy, the Board will undertake a rigorous process of identifying a wide base of potential candidates with appropriate skills and with consideration to meeting the objectives of its Diversity and Inclusion Standard.

The Company ensures that:

- (a) All appointments of Directors are appropriately background and reference checked; and
- (b) The Board aims, through the notices of meeting for Annual General Meetings, to provide shareholders with all material information known to the Board and relevant to a decision on whether or not to elect or re-elect a Director.

The Company has a written agreement in place with each Director, setting out the terms of their appointment, duties and responsibilities, remuneration, leave entitlements (in the case of Executive Directors) and circumstances in which their appointment may be terminated. Contracts with the Company's Non-executive Directors require the Director to notify the Company of, and seek approval for, the Director taking on any new role that could impact upon the Director's time commitment or give rise to a conflict of interest.

The Constitution of the Company states that Directors cannot hold office for a period longer than three years without submitting themselves for re-election at the next Annual General Meeting. Additionally, any new Directors appointed by the Board during the period since the last general meeting must stand for election. If there are no retiring Directors required to stand for re-election, at least one Director (excluding the Managing Director) must retire by rotation at each Annual General Meeting.

Induction and Continuing Education

Incoming Directors are provided with a formal and detailed induction process upon engagement, including familiarising the Director with the Company's policies and processes, role and duties, membership and function of Committees, calendar of events, insurance access and indemnity. The Chair of the Board also ensures that the Company offers incoming Directors appropriate training tailored to the Director's existing skills, knowledge and experience.

New Directors appointed to the Board are provided with written material incorporating an overview of Director's duties for publicly listed companies together with a detailed appointment letter outlining the Company's expectations and setting out the requirements of the role as well as identifying director interests and potential conflicts.

New Directors are also introduced to Executive Leaders and encouraged to visit the Company's Kambalda Nickel Project.



Lunnon Metals' Board of Directors (from left to right) Liam Twigger (chair), Non-Executive Directors Ian Junk, Ashley McDonald, Deborah Lord and Managing Director Edmund Ainscough

The Company encourages Directors to maintain their knowledge of the specific matters relating to the Company including: the nature of the business, current issues and the corporate strategy. Directors are given access to, and are encouraged to, participate in continuing professional education opportunities, including industry seminars, to update and enhance their relevant skills and knowledge. The Board, as part of the Board skills matrix and assessment of Board performance, assesses the need for Directors to undertake professional development.

Independent Professional Advice and Access to Information

Each Director has the right to access all relevant information in respect to the Company and to make appropriate enquiries of Executive Leaders. Each Director has the right to seek independent professional advice on matters relating to their role as a Director of the Company at the Company's expense, subject to the Chairman's prior approval, which shall not be unreasonably withheld.

Company Secretary

The Company Secretary is appointed by and is accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. The Company Secretary is responsible for ensuring that Board procedures are complied with and that governance matters are addressed. The Company Secretary acts on any Committees of the Board, and each Director is able to communicate directly with the Company Secretary on all matters relating to the proper functioning of the Board.

Management

The Board has delegated responsibility for day to day activities of the Company to the Managing Director and Executive Leaders. The key financial authorisations associated with that delegation are set out within the Delegated Authority Policy approved by the Board. Management remains accountable to the Board, through those delegations, for Lunnon Metals' overall performance.

Management have been delegated responsibility for instilling and reinforcing our Values, executing the strategy of the Company, managing business performance, reviewing and managing material risks and leading and developing people and talent within the organisation.

Prior to appointing any Executive Leader, a rigorous process of evaluation and checks is undertaken to ensure the Executive Leader's suitability and capacity to discharge their duties. The Board ensures the management team is appropriately qualified and experienced to discharge its responsibilities and has procedures in place to assess the performance of the Managing Director and the Executive Leadership Team.

The Board sets annual performance targets, which include business and individual performance objectives detailed in the Remuneration Report of the FY2023 Annual Report available on the Company's website at lunnonmetals.com.au. These performance targets are determined by the Remuneration Committee on behalf of the Board and are cascaded through the management teams. The performance of Executive Leaders is evaluated against the performance targets, approved by the Board, annually.

Meeting Attendance

Details of the number of meetings held and the Director's attendance during the reporting period ending 30 June 2023 are set out in the table below and in the Directors' Report section of the FY2023 Annual Report.

Director	Board of Directors		Remuneration Committee	
	Meetings Held ¹	Meetings Attended	Meetings Held ¹	Meetings Attended ²
Liam Twigger	6	6	2	2
Edmund Ainscough	6	6	-	-
Ian Junk	6	6	-	-
Ashley McDonald	6	6	2	2
Deborah Lord	6	6	2	2

Notes:

- 1 Number of meetings held during the time the Director held office eligible to attend, or was a member of the Board Committee and was eligible to attend.
- 2 All Non-Executive Directors have a standing invitation to the Remuneration Committees.

Current Chair	Current Member		
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Directors are invited to visit the Company's Kambalda Nickel Project during the year, and all current Directors attended a visit at the Kambalda Nickel Project in FY2023. In addition, Board members hold meetings with management as required.

3. COMMITTEES OF THE BOARD

The Board has the ability under the Company's Constitution to delegate its powers and responsibilities to Committees of the Board. This allows the Directors to spend additional, and more focused time on specific issues.

The Board has established a Remuneration Committee to assist in the discharge of its remuneration responsibilities and subject to the term of the Remuneration Committee Charters.

Membership of the Remuneration Committees is based on Directors' qualifications, skills and experience. Each standing Committee is comprised of:

- At least 3 members, the majority of whom are independent
- A chair appointed by the Board who is one of the independent Non-executive Directors.

Details of the current Remuneration Committee and composition is set out in the below table.



The relevant qualifications and experience of the Committee members can be found in their biographical information in the Director's Report on **page 41** of the 2023 Annual Report.

The Board has undertaken a review of the evolving needs of the Company, including the increased focus that will be required on strategic, planning, operational, funding and sustainability matters as the Company moves towards development and production.

To ensure the necessary time and focus on governance matters, the Company has expanded the role of the Remuneration Committee for the FY24 reporting period to include the responsibilities of a nomination committee and has established an Audit and Risk Committee. The inaugural members of the Audit and Risk Committee are: Ian Junk (Chair, non-independent non-executive director), Liam Twigger (member, independent non-executive director) and Deborah Lord (member, independent non-executive director).

Members	Composition Requirements (ASX Recommendations)	Key Responsibilities	Meetings
Remuneration Committee (Remuneration and Nomination for FY24 onwards)			
Deborah Lord (Chair) Liam Twigger Ashley McDonald	<input checked="" type="checkbox"/> At least three Board members, all of whom are Non-executive Directors <input checked="" type="checkbox"/> Majority of members must be independent <input checked="" type="checkbox"/> Chairperson must be an independent Director and not Chair of the Board	<p>Remuneration</p> <p>Oversees and monitors effective policies, processes and practices for appropriately attracting, remunerating and retaining employees, executives and directors and satisfying the Company's Diversity Policy, reviews and provides recommendations to the Board regarding remuneration, employee incentive plans, superannuation and other remuneration related matters.</p> <p>Nomination (FY24 onwards)</p> <p>Oversees and monitors Board and senior executive performance, succession planning and the Company's Diversity and Inclusion Policy, including examination of selection and appointment practices including size and composition of the Board.</p>	At least 2 times per year.
Audit and Risk Committee (FY24 onwards)			
Ian Junk (Chair) Liam Twigger Deborah Lord	<input checked="" type="checkbox"/> At least three Board members, all of whom are Non-executive Directors <input checked="" type="checkbox"/> Majority of members must be independent <input checked="" type="checkbox"/> Chairperson must not be Chair of the Board <input checked="" type="checkbox"/> Chairperson must be an independent Director	<p>Audit</p> <p>Oversees and monitors the internal financial control systems and financial risk management systems and assessments, the review of the published financial reports and makes recommendation to the Board including adequacy of the entity's internal control framework, auditor fees for audit and non-audit work and independence of the internal audit function.</p> <p>Risk</p> <p>Oversees and monitors the Company's risk management framework and risk profile, reviews any significant changes to material and strategic risks identified and managed by management, and ensures these remain within the risk appetite set by the Board. The Committee is informed and reviews any breaches of the Company's Code of Conduct and Anti-Bribery and Corruption Policy, and any reports under the Whistleblower Policy.</p>	At least 3 times per year.



Further information regarding the roles and responsibilities and membership requirements of the Committees are set out in the Charters, available on the website at lunnonmetals.com.au/corporate-governance/. The Charters are subject to review by the Board annually.

4. BOARD AND EXECUTIVE REMUNERATION

The Company's approach to remuneration is to ensure that the remuneration package properly reflects the relevant individual's duties and responsibilities and that remuneration is competitive in attracting, retaining and motivating people of the highest quality and is aligned with delivering sustainable shareholder value, the Company's values and risk appetite



Disclosure of the details of the nature and amount of each element of Non-executive Directors and Executives' remuneration is included in the Remuneration Report on page 49 forming part of the Director's Report in the FY2023 Annual Report.

Distinguish Between Executive and Non-executive Remuneration

The Company distinguishes between the remuneration policies and practices of its Executive and Non-executive Directors.

Executives

The Executive Director and Executive Leaders receive salary packages which include performance based components, designed to reward and motivate in alignment with delivering sustainable shareholder value. This includes the granting of Options or Performance Rights (subject to shareholder approval for the Executive Director), and with vesting conditions relating to continuity of engagement. The Board has absolute discretion to vest any shares regardless of whether the Executive Director or Executive Leaders have met the vesting conditions, including for individual performance issues. Following vesting of options or performance rights, there are no restrictions on disposal or exercise.

In the event of serious misconduct, the Company may reduce or cancel any unvested or unexercised performance rights or options, or for Options or Performance Rights granted in FY2023 or after, may clawback shares which have been exercised from Options or Performance Rights by a participant for no consideration or require the payment of the after tax value of the shares.

Non-Executives

Non-executive Directors receive fees which are agreed on an annual basis by the Board. The maximum aggregate remuneration for Non-executive Directors (a "fee pool") is voted by shareholders at an Annual General Meeting. The fee pool is inclusive of statutory entitlements. The fee pool for Non-executive Directors is currently \$300,000.

In FY2022, the Company issued 475,000 "Out of the Money" Options to both Ms Lord and Mr Junk, exercisable at a premium of 30% to the 30 day volume weighted average price (**VWAP**), being \$1.18, and expiring 4 years after grant (11 February 2026). The Options were approved by shareholders on 27 September 2022. The Options contained a service vesting requirement, with one third of the Options capable of vesting every 12 months over a 3 year period (being 11 August 2023, 11 August 2024 and 11 August 2025). The Company considered this reasonable as the Options were predominantly non-performance based (despite the premium exercise price being quasi-performance based), supplemented Non-executive Director fees which were at the lower end of market rates, and encouraged an element of share ownership to align Non-executive Directors interests with that of Lunnon Metals' shareholders.

In FY2021, prior to listing on the ASX, the Company had granted 475,000 options, exercisable at 5c, and expiring 22 March 2026 to the Chairman, Mr Twigger. The options included a performance element, with one third (158,334) vesting on declaration of 80kt tonnes of contained nickel in Mineral Resource (vested 11 January 2023), one third vesting (158,333) on the Company's share price having a 20 day VWAP of \$0.45 (vested 23 July 2021) and the remaining third (158,333) on the Company's share price having a 20 day VWAP of \$0.60 (vested 19 January 2022). The Company listed on 16 June 2021 at \$0.30.

Moving forward, the Company intends to only issue Options or Performance Rights with a nil exercise price and which are only subject to a service requirement before vesting. Any issue or grant will only supplement the Non-executive Directors fees, with the aim to conserve cash and align the interests of Directors with the investors they represent.

The Board ensures that all matters of remuneration will continue to be in accordance with Corporations Act requirements, by ensuring that no Directors participate in any deliberations regarding their own remuneration or related issues.

Minimum Shareholding

The Company does not have a minimum shareholding requirement. The Company strongly encourages Directors to have some exposure to the share price to align the interests of Directors with those of the investors they represent. However, the Company is cognisant that minimum shareholding requirements may have unintended consequences, including precluding candidates who are financially unable to meet that commitment, and secondly, having a significant amount of wealth concentrated in one asset. Despite not having a minimum shareholding, the Company provides transparency of share ownership in the Remuneration Report of the FY2023 Annual Report for Directors.

Additionally, rather than having a cash bonus for short term incentives, the Company pays 100% in shares to increase the equity exposure for the Executive Leaders to deliver alignment with the interests of shareholders.



For details on the amount of remuneration and all monetary and non-monetary components for all Directors and Key Management Personnel, please refer to the Remuneration Report in the Directors' Report included in the FY2023 Annual Report available on the website at lunnonmetals.com.au/company-reports/

5. BOARD AND EXECUTIVE PERFORMANCE

Evaluation of Board Performance

The Board is responsible for determining the process for evaluating Board performance. The Board undertakes an annual formal and rigorous review process of its performance.

The annual Board evaluation process typically includes the completion of individual comprehensive questionnaires focussed on Board and Board Committee processes, effectiveness and structure, the Board's role in strategy, the effectiveness and contribution made by each Director, moral compass and integrity of the Board, and the review of the interface between Board and management.

The Board's annual evaluation has to date been facilitated internally. The FY2023 annual performance review was facilitated by the new Company Secretary, using a process adapted from an S&P ASX200 listed company.

The Managing Director currently conducts annual performance appraisal meetings with Executive Leaders, incorporating a formal appraisal form and review of each individual's performance and contribution during the year. The Managing Director's assessment of the Executive Leaders is reviewed by the Remuneration Committee and discussed by the Board as part of succession planning and the Company's skill matrix. For FY2023, the performance of the Managing Director was reviewed by the Chairman, in consultation with the Board.



The Remuneration Report in the Directors' Report included in the FY2023 Annual Report, available on the website at lunnonmetals.com.au/company-reports/ discloses the annual process for evaluating the performance of Executive Leaders, including the Managing Director.

6. ETHICS AND RESPONSIBLE DECISION MAKING

Code of Conduct and Values

The Company's Purpose and Values are the guiding principles and norms that define what type of organisation we aspire to be and what it requires from its Directors, Executive Leaders and employees to achieve that aspiration.



The Company has articulated its Purpose and Values and a copy is available on the Company's website at lunnonmetals.com.au/corporate-governance/

Our Purpose & Values

“Bring the best of Kambalda to the Clean Energy Transition”

Our Purpose

Our purpose is to be successful together. Success to us means to grow the portfolio of nickel metal under ownership in sufficient quantity to enable the Company to be a key player in the Kambalda nickel district and the associated resurgence of the nickel sector in Western Australia – benefiting our employees, shareholders, the community we work in and the environment around us.

Our Values



People are at the centre of everything we do

The Company realises that our people are our business and through creating a culture of diversity, positivity and developing dedicated employees with the desire to succeed, we will stand out and rise above our competitors; an organisation who everybody is proud to work for and other companies are proud to work with.



We care

Lunnon Metals has a vision of a safe and incident free workplace built on the success of a system governing our safety, wellbeing, training and management, created by us for our people. We strive to cause no unnecessary harm to the environment, and seek to do not only less harm, but more good. We aim to make a difference in the communities where we work and live. We care about our integrity, always acting lawfully and ethically.



Act like an Owner

To be successful over the long term, it takes an entire work force who feels responsible, acts with empowerment and accountability, and is fully invested and aligned in our Purpose. If Lunnon Metals succeeds, we all exceed.



We Commit

We will commit in all that we do, work will be conducted with urgency and there will be no effort that is too great as we strive to achieve our Purpose.

The Board is accountable for ensuring that the Company's purpose, values and Code of Conduct are defined to underpin the desired culture within the Company.

The Board believes in and supports ethical and responsible decision making. It is expected that all Directors, Executive Leaders, and employees observe the highest standards of integrity, objectivity and business ethics in conducting their business, striving at all times to enhance the reputation and performance of the Company in respect of legal and other obligations to all stakeholders.

Accordingly, the Board acknowledges the rights of stakeholders and has adopted a Code of Conduct that applies to all employees, Executive Leaders and Directors of the Company. This Code addresses expectations for conduct in the following areas:

- Personal and professional behaviour
- Conflict of interest
- Legislation
- Corrupt conduct
- Occupational health and safety
- Responsibilities to the Community
- Responsibilities to investors
- Responsibilities to individuals
- Fair dealing
- Discrimination and harassment
- Bullying
- Use of Company resources
- Security and confidentiality of information
- Intellectual property/copyright
- Insider trading
- Public and media comment
- Reporting and breaches of the code of conduct
- Compliance with Code of Conduct and Reporting; and
- Review of the Code of Conduct.

The Company's Values and Code of Conduct are central to all of the Company's employees' inductions and ongoing training. The Executive Leaders have responsibility for instilling the Company's Values by continually referencing, displaying and reinforcing those values.



A copy of the Company's Code of Conduct is available on the Company's website at lunnonmetals.com.au/corporate-governance/

All breaches of the Company's Code of Conduct, whether material or not, are summarised to the Board by the Company Secretary. Any matter which may cause significant loss to the Company, materially damage the Company's reputation or interests, or involves an Executive Leader or Director, must be reported to the Chair of the Board as soon as possible.

The Code is periodically reviewed by the Board.

Whistleblower Policy

In committing to the highest standards of conduct and ethical behavior in all our business activities, the Company encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving the Company. The Company will ensure that those persons who make a report, are free to do so without fear of intimidation, disadvantage or reprisal. A Whistleblower has the option to remain anonymous, ensuring the protection of the individual as well as the integrity of the Whistleblower system.



A copy of the Company's Whistleblower Policy is available on the Company's website at lunnonmetals.com.au/corporate-governance/

Everyone working for or engaged by Lunnon Metals is trained on the Whistleblower Policy as part of their Company inductions.

All disclosures, whether material or not, are investigated and reported to the Board by a Protected Disclosure Officer. Any serious or material incident will be considered for immediate referral to the Chair of the Board.

The policy is periodically reviewed by the Board.

Anti-Bribery and Anti-Corruption Policy

The Company is committed to conducting its business and activities in accordance with all applicable laws, rules and regulation and with the highest integrity. The Company is committed to a zero tolerance approach to bribery and corruption, in any form, whether in the public or private sector, anywhere in the world. The Company has adopted an Anti-Bribery and Anti-Corruption Policy which operates in parallel to the Corporate Code of Conduct, Risk Management Policy, and the Whistleblower Policy.



A copy of the Company's Anti-Bribery and Anti-Corruption Policy is available on the Company's website at lunnonmetals.com.au/corporate-governance/

Everyone working for or engaged by Lunnon Metals is trained on the Anti-Bribery and Anti-Corruption Policy in their Company inductions. All reports of any breaches or suspected breaches, whether material or not, are dealt with under the Whistleblower Policy, which requires a summary to the Board. Any serious or material incident will be considered for immediate referral to the Chair of the Board.

The policy is periodically reviewed by the Board.

Securities Trading Policy

The Board has committed to ensuring that the Company, its Directors, Executive Leaders, and employees comply with their legal obligations as well as conducting their business in a transparent and ethical manner. The Board has adopted a policy on dealing in the Company's securities by Directors, Executive Leaders, and employees which prohibits dealing in the Company's securities when those persons possess market sensitive information. The policy also provides that notification of intended trading by Directors should be given to the Chairman and Company Secretary prior to trading. Executive Leaders must also give notification of intended trading to the Managing Director and Company Secretary prior to trading.

If a Director, Executive Leader or Designated Person wishes to trade during a restricted period (black-out period), the prior written consent of the Chairman of the Board. Permission to trade will only be granted where the relevant person can demonstrate that they are in severe financial hardship or that circumstances are otherwise exceptional or required by law.

The law prohibits insider trading and the Corporations Act and the ASX Listing Rules require disclosure of any trading undertaken by Directors or their related entities in the Company's securities.

The Lunnon Metals' Securities Trading Policy specifically prohibits Directors and Executive Leaders from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity based remuneration schemes. Additionally, Directors and Executive Leaders are prohibited from short selling, or trading in derivative products or margin lending arrangements.



A copy of the Securities Trading Policy is available on the Company's website at lunnonmetals.com.au/corporate-governance/

Everyone working for or engaged by Lunnon Metals is trained on the Securities Trading Policy in their Company inductions, and there is ongoing awareness training and formal notifications of restricted trading periods commencing and finishing.

The policy is periodically reviewed by the Board.

7. SHAREHOLDER COMMUNICATIONS AND ENGAGEMENT

Investor Relations and Communications

The Board fully encourages security holder participation at general meetings, as well as ensuring that communications with security holders are effective and clear. This has been incorporated into a formal shareholder communication strategy.



A copy of the Shareholder Communications Policy is available on the Company's website at lunnonmetals.com.au/corporate-governance/

The Company promotes easily readable communications, and aims to communicate openly and honestly with shareholders.

Lunnon Metals provides information about the Company and communicates with shareholders and other stakeholders through a range of electronic communication channels including our website and social media platforms. In addition to electronic communication via the ASX website, the Company publishes all ASX releases, including Annual and Half-Yearly financial statements, as soon as practicable after being released, on the Company's website at lunnonmetals.com.au. The Company also emails shareholders of major announcements to those emails addresses that the Company has been notified of (and allows shareholders to unsubscribe if they elect).

Lunnon Metals has an active investor relations program aimed at facilitating effective two-way communication with the wider investment community, which includes a detailed program of scheduled and ad hoc interactions with institutional investors, sell-side and buy-side analysts, financial media, proxy advisers and retail investors held in person and through several channels of technologies to allow shareholders to participate and have their enquires heard.

Website

The Company's website includes all relevant information for shareholders, giving shareholders ready access to information about the Company and its governance.

Lunnon Metals' website includes:

- The names, photographs and brief biographical information for each of its Directors and Executive Leaders;
- It's Constitution, Board Charter and Committee Charters;
- Purpose and Values;
- Corporate Governance Policies and the most recent Corporate Governance Statement.

Annual General Meetings

The Company hosted its FY2022 Annual General Meeting (AGM) in person. The Managing Director provided shareholders with a presentation on the Company's activities and shareholders were provided with an opportunity to ask the Board, management and external auditor questions.

All resolutions at the FY2022 Annual General Meeting were decided by a poll, rather than a show of hands.

Electronic Communication

The Company strongly believes in the speed, convenience and environmental friendliness of electronic communications between the Company (or its share registry) and shareholders. All shareholders have the option of receiving part or all of their communications electronically, and the Company regularly encourages shareholders to elect for, or transition to, electronic communications.

8. CONTINUOUS DISCLOSURE AND MARKET COMMUNICATIONS

The Board is committed to the promotion of investor confidence by providing full and timely information to all security holders and market participants about the Company's activities and to comply with the continuous disclosure requirements contained in the Corporations Act 2001 and the ASX Listing Rules.

The Company has adopted formal written policies and procedures, designed to ensure compliance with the ASX Listing Rule requirements.



A copy of the Continuous Disclosure Policy is available on the Company's website at lunnonmetals.com.au/corporate-governance/

Continuous disclosure is discussed at all regular Board meetings and on an on-going basis. The Board ensures that all activities are assessed for the necessity for disclosure to security holders. The Board receives copies of all market announcements (whether material or not) immediately on release to the market, ensuring timely visibility of the nature and quality of information being disclosed to the market and the frequency of such disclosures.

In accordance with ASX Listing Rules, the Company Secretary is appointed as the Company's Disclosure Officer.

Half-Yearly and Annual Financial Statements

Before the Board approves the Company's financial statements for a financial period, the Managing Director and the CFO provide the Board with a declaration that, in their opinion, the financial records 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 Company, and that the opinion has been formed on the basis of a sound system or risk management and internal control which is operating effectively.

Periodic Reports

Periodic Reports (in particular Quarterly Activities Reports and Quarterly Cashflow Reports) are prepared and reviewed by the Executive Leadership Team, and subsequently reviewed and approved by the Board to ensure that the entity has satisfied itself that the report is materially accurate, balanced and provides investors with appropriate information to make informed investments decisions.

From 1 July 2023, the Board also requires a similar declaration process to verify the integrity of any periodic corporate report the Company releases to the market that is not audited or reviewed by an external auditor (similar to processes for the Half-Yearly and Annual Financial Statements). Details of the verification process for periodic corporate reports are disclosed in Annexure A to the Continuous Disclosure Policy, which is available on the Company's website at lunnonmetals.com.au.

Presentation Materials

In accordance with the Company's Continuous Disclosure Policy, whenever the Company gives a new and substantive investor or analyst presentation, a copy of the presentation is released on the ASX Market Announcement Platform ahead of the presentation, investor roadshow or analyst briefing.

9. DIVERSITY AND INCLUSION

Diversity and Inclusion

The Company believes that the promotion of diversity on its Board, in senior management and within the organisation adds to the strength of the Company.

The Board has adopted a Diversity Policy that details the purpose of the diversity and inclusion standards of the Company, the employee selection and appointment guidelines, consistent with the ASX Recommendations.



A copy of the Diversity Policy is available on the Company's website at lunnonmetals.com.au/corporate-governance/

The Board believes that the adoption of an efficient Diversity Policy has the effect of broadening the employee recruitment pool, supporting employee retention and including different perspectives, as well as being socially and economically responsible governance practice. Diversity within the workforce includes such factors as religion, race, ethnicity, language, gender, sexual orientation, disability, age and experience.

The policy affirms existing employment arrangements which seek to attract and retain people by promoting an environment where employees are treated with fairness and respect and have equal access to opportunities as they arise.

The Company employs new employees and promotes current employees on the basis of performance, ability and attitude. The Board is continually reviewing its practices with a focus on ensuring that the selection process at all levels within the organisation is formal and transparent and that the workplace environment is open, fair and accepting.

Gender Diversity

As at 30 June 2023	Number of females	Total number of persons employed	Percentage
Females employed in the Company as a whole	8*	17	47%
Females employed in the Company in Senior Executive Positions	2	6	33%
Females appointed as a Director of the Company	1	5	20%
Females appointed as Non-executive Directors of the Company	1	4	25%

* Three of this total are part-time (one permanent and two casual), aligned with the Company's strategy detailed in its Diversity Policy to develop a culture which takes into account domestic responsibilities of its employees and thus facilitates gender diversity in its workforce.

The above figure provides information regarding the proportion of gender diversity in the organisation as at 30 June 2023.

Senior Executive Positions are defined as the Managing Director, any Company Secretary and any person directly reporting to the Managing Director.

Gender Diversity - Measurable Objectives

The ASX Recommendations relating to reporting requires a Board to set measurable objectives for achieving diversity within the organisation and to report against them on an annual basis.

The Company did not set any measurable objectives for achieving diversity in the FY23 reporting period (refer to page 3 regarding the Company's "if not, why not" statement as required by the ASX Recommendations).

For FY24, the Company has set the following measurable objectives.

Measurable Objective	Reporting Criteria Against Objective
Retain and continue to grow the number of women in leadership roles, subject to merit against role requirements	Board: [x]% female / 20% female last reporting period Executives/GMs: [x]% female / 33% female last reporting period Senior Managers / Technical Specialists: [x]% female / 50% female last reporting period
Provide development and promotion opportunities regardless of gender	Promotions secured by women: [x]% female (50% target)
Ensure at least one woman on interview shortlist for Senior and Executive leadership/specialist roles, subject to merit against role requirements.	Number of vacancies/opportunities Women applicants Women on shortlist Women as successful candidates
Ensure an annual review by the Board of the Diversity and Inclusion Policy and the gender diversity measurable objectives	[Date] last reviewed

10. AUDIT AND RISK MANAGEMENT

Risk Management and Internal Control

The Board recognises that a proactive risk culture is pivotal for effective risk management across the Company. Risk management and internal compliance and control are key elements of good corporate governance.

Lunnon Metals views sound risk management systems as integral to the Company's sustainability. We are committed to continually improving how we identify, assess, mitigate and monitor risk. The Board and management work collaboratively to ensure that enterprise risk is aligned with the Company strategy and the Board ensures that the Company's risk appetite is set appropriately to minimise risk and maximise opportunity.

The Company maintains a formal fit-for-purpose enterprise-wide risk management framework and internal control system that supports the achievement of its strategic objectives through the identification, analysis, evaluation, treatment and reporting of risk, and that describes the structure and activity requirements to give effect to the Company's Risk Management Policy. The risk management and internal control system is integrated into the Company's activities to ensure the timely recognition and management of risks.

Board reviews, at least annually, the effectiveness of the enterprise-wide risk management framework and internal control system to ensure its ongoing effectiveness. In addition, the Board regularly reviews whether the Company is operating with due regard to the risk appetite and risk tolerance limits set by the Board and considers contemporary and emerging risks such as conduct risk (inappropriate, unethical or unlawful behaviour), technology and innovation, with a specific focus on cyber security, sustainability, cultural heritage and climate change risks.

The Managing Director is ultimately responsible for ensuring risk management is appropriately adopted across the Company, and that management provides ongoing leadership to ensure that risk management is reflected in decision making, planning and day to day activities.

The highest ranked residual business risks are continually monitored and reviewed by the Board. The Board is engaged on emerging and common risks impacting the resources industry, cultural heritage, climate change, and skills and talent supply.

The Company confirms that in FY2023, the Board reviewed the Company's enterprise-wide risk management framework and internal control system to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.



A copy of the Risk Management Policy is available on the Company's website at lunnonmetals.com.au/corporate-governance/

External Audit

The Company's external auditor is Armada Auditing. The Board reviews annually the fees payable to the external auditor for both audit and non-audit work in accordance with the External Auditors and Non-Audit Services Policy.



A copy of the External Auditors and Non-Audit Services is available on the Company's website at lunnonmetals.com.au/corporate-governance/

Except for prohibited non-audit services (a list of services which creates a real or perceived threat of independence of the external auditor), the CFO must obtain the prior approval of the Board before the external auditor can be engaged to perform non-audit services where:

- (a) the fee for the particular engagement exceeds \$15,000; or
- (b) the annual fees for all non-audit services will exceed, or are likely to exceed, 30% of the auditor's annual audit fees.

Armada Auditing will attend the upcoming AGM. Shareholders attending the AGM will have an opportunity to address questions to Armada relevant to the audit and the preparation and content of the Auditor's Report.

Internal Audit

The Company does not have a formal internal audit function (including outsourcing internal audit to an external audit firm who is not the financial audit firm).

The Board oversees the effectiveness of governance, risk management and internal control processes. Management is charged with resourcing, operating and monitoring the system of internal control, incorporating risk responses in the form of controls into its management systems and reporting results of the effectiveness of these systems to the Board. Management may seek external specialist advice to assist it establish controls or assure the controls. This enables management to provide reasonable assurance to the Board that material risks are being effectively managed.

The Board may seek external assurance on an ad hoc basis from an independent external audit firm (or other appropriate external specialist advice), with details of the scope of the audit or assurance to be determined by the Board, and findings of the audit report to be directly reported to the Board by the external party.

Management Assurance

The Board relies on Executive Leaders to monitor the internal controls within the Company. During the 6 month period ended 30 June 2023, financial performance was monitored on a regular basis by the Managing Director and the CFO, who report to the Board at the scheduled meetings. Prior to 31 December 2023, the Managing Director was responsible for monitoring the financial performance (with the assistance of external accounting advice).

The Board requires the Managing Director and the CFO to provide a written declaration that the financial statements of the Company present a true and fair view, in all material aspects, of the financial position and operational results and have been prepared in accordance with Australian Accounting Standards and the Corporations Act. The Board also requires that the Managing Director and CFO provide sufficient assurance that the declaration is founded on a sound system of risk management and internal control, and that the system is working effectively, in accordance with section 295A of the Corporations Act.

Economic, Environmental and Social Sustainability Risks

A summary of material business risks faced by the Company that may have an impact on the operating and financial prospects of the Company, including economic, environmental and social sustainability risk is included in the FY2023 Annual Report.

The summary of the material business risks also addresses how the Company manages, or intends to manage, those risks.



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