

The Board of Resolute Mining Limited (**Resolute** or **Company**) is responsible for the corporate governance of the consolidated entity (**Group**). The Board guides and monitors the business and affairs of the Company on behalf of the Company's shareholders (**Shareholders**) by whom they are elected and to whom they are accountable.

The Company has adopted the Fourth Edition of the Corporate Governance Principles and Recommendations (**Fourth Edition**) established by the ASX Corporate Governance Council and published in February 2019 by the Australian Securities Exchange (**ASX**) (available at <https://www2.asx.com.au/about/regulation/asx-corporate-governance-council>). The Company has also published an Appendix 4G which confirms that the Company has followed all of the principles and recommendations of the Fourth Edition for the financial year ended 31 December 2023 (**Reporting Period**).

A description of the Company's main corporate governance practices, and the extent to which the Company has followed the Recommendations in the Fourth Edition during the Reporting Period, is set out below. All practices, unless otherwise stated, were in place for the entire year. We have set out our practices in line with the principles established by the ASX Corporate Governance Council.

This Corporate Governance Statement has been approved by the Board and is accurate and up to date as at 27 March 2024 unless a later date is specified in the document).

This Corporate Governance Statement makes various references to information contained in the Company's Annual Report for the year ended 31 December 2023 (**Annual Report**).

A full copy of the Annual Report can be viewed on our website <https://www.rml.com.au/investors/reports/>.

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## 1. Lay solid foundations for management and oversight

### 1.1 The Board of Directors and Management

The Company has a Board Charter that outlines the functions reserved to the Board and those delegated to management. A copy of the Board Charter can be viewed [here](#).

The Board is responsible for the overall management, strategic direction and corporate governance of the Company and for delivering accountable corporate performance in accordance with the Company's goals and objectives. As part of its responsibilities, the Board is required to:

- provide strategic direction to the Group, maximise performance, generate appropriate levels of Shareholder value and financial return and sustain the growth and success of the business
- monitor the operational and financial position of the Company specifically and the Group generally
- ensure that the principal risks faced by the Group are identified and oversee that appropriate control and monitoring systems are in place to manage the impact of these risks
- review and approve Resolute's internal compliance and control systems, statement of values and Codes of Conduct to underpin the desired culture within Resolute
- appoint (and where appropriate, remove) the CEO and monitor other key executive appointments
- evaluate the performance of the CEO and through the CEO, receive reports on the performance of other senior executives in the context of the attainment of the Group's strategies and objectives.

The CEO is responsible for the management, operations and running of the day-to-day affairs of the Group under delegated authority from the Board.

Further details of the responsibilities of the Board and CEO (and management under sub-delegation from the CEO) can be found in the Board Charter.

## 1.2 Board and Senior Executive appointments

The Company undertakes appropriate checks on Director candidates, including checks on the person's character, experience, education, criminal record and bankruptcy history, before either appointing a person as a Director or putting that person forward as a candidate for election or appointment. The Company has extended this practice to its Senior Executive appointments in accordance with the Fourth Edition. The Company provides security holders with all material information in its possession relevant to a decision whether or not to elect or re-elect a director, by including that information in the relevant notice of meeting materials.

Details of the members of the Board and senior executives including their experience, expertise and qualifications are set out in the Directors' Report and under the heading "Board of Directors and Leadership Team" in the Annual Report.

## 1.3 Board agreements

The Company has a written agreement in place with each Director and senior executive which sets out the terms of their appointment. Material variations to these agreements are disclosed to the ASX to the extent required by the ASX Listing Rules.

## 1.4 Company Secretary

The Company Secretary has a direct line of communication with all Directors and is directly accountable to the Board, through the Chairman, on all matters relating to the proper functioning of the Board. The Company Secretary is responsible for advising the Board and its Committees on governance, policy and procedural issues and the preparation of Board papers and minutes.

## 1.5 Diversity

In accordance with best governance practice, a diversity and inclusion policy has been established which includes gender diversity targets within the Group as to Board composition, executive composition and employee composition by gender (**Measurable Gender Diversity Targets**). These Measurable Gender Diversity Targets have been set by the Board, and having a target timeframe of 2025, guide Resolute's efforts towards establishing a diverse and inclusive workplace.

As at 31 December 2023, the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce, was as follows:

- (a) on the Board: 86% men and 14% women;
- (b) in senior executive positions (defined as key management personnel and executives of the Company): 100% men; and
- (c) across the whole workforce generally: 94% men and 6% women.

The Company's Diversity, Equity and Inclusion Policy applies to all directors, consultants and employees of the Group. Details of the policy are set out on the Company's website [here](#).

The goal of the Diversity, Equity and Inclusion Policy is to have a high performing workforce that takes into account and recognises the communities in which we operate. The Directors have set additional measurable objectives towards establishing this goal. Details of these objectives and the progress towards achieving them are provided in the table below.

Objective for year ended 31 December 2023	Time period	Activity during year ended 31 December 2023
Strengthen the Company's Policy Framework with Regards to governance	2022-2023	<ul style="list-style-type: none"><li>• Ongoing Human Rights training in French and English for our workforce</li><li>• Diversity, Equity and Inclusion training program in English and in French, to be rolled out in 2023</li><li>• Sexual Harassment Policy implemented and training program developed and rolled out in 2023</li></ul>
Elimination of the gender pay gap across all entities	2020-2023	<ul style="list-style-type: none"><li>• Gender pay gap analysis conducted twice a year - no material gap identified in 2023 salary review process</li></ul>

Objective for year ended 31 December 2023	Time period	Activity during year ended 31 December 2023
Increase the participation of women in the work force at the Senior Manager and Other Manager levels (as defined by WGEA categories)*	2020-2023	<ul style="list-style-type: none"> <li>Considered recruitment</li> <li>Workforce planning, succession planning and talent management initiatives</li> </ul>
Work towards increasing the ratio (at all job levels) of Nationals to Expats in each country of operation*	2020-2023	<ul style="list-style-type: none"> <li>Measuring progress against nationalisation metrics (95% in 2022, a 1% increase compared to 2021)</li> <li>Key management roles at Syama have been nationalised, 51% of management and senior management roles at Syama and Mako are held by Nationals</li> <li>Recruitment policy reserves entry-level and semi-skilled roles for members of the local/host communities</li> </ul>
Increase the overall proportion of women in the workforce*	2020-2023	<ul style="list-style-type: none"> <li>Measuring progress against Board approved gender diversity targets</li> <li>Diversity considerations form part of selection criteria in all recruitment processes</li> <li>Flexible and remote work arrangements considered</li> <li>Generous Paid Parental Leave Policy rolled out across the group in 2021, with increase in uptake in 2022 (194 employees in 2022 compared to 43 in 2021)</li> <li>Private health insurance support in place for all direct employees</li> <li>Promotion of two female professionals to GM level positions and as part of the Resolute Leadership Team</li> <li>Ensure minimum 50-50 gender split in all Company sponsored external training programs - traineeships, apprenticeships etc</li> </ul>

\*Baseline to be created effective 31 Dec 2019

## 1.6 Board Performance Evaluation

The Company has a Performance Evaluation Process for periodically evaluating the performance of the Board, its Committees, individual Directors and senior executives which can be viewed [here](#).

The Chairman and the Board regularly discuss the performance of the Board, the performance of the individual Directors and the CEO, and the Committees of the Board. The Chairman is responsible for meeting with the individual Directors to discuss their performance and contribution to the Board.

The performance of the Board was continually assessed during the year ended 31 December 2023 in accordance with the approved process.

## 1.7 Senior Executives Performance Evaluation

The CEO is responsible for formally evaluating the performance of senior executives each year.

A performance appraisal questionnaire is completed by each senior executive and reviewed and discussed with the CEO in a formal meeting.

The CEO's performance is periodically reviewed by the Nomination Committee and the Remuneration Committee (each discussed in more detail in sections 2.1 and 8.1 below) in accordance with agreed performance parameters.

A performance evaluation of the CEO and senior executives took place for the year ended 31 December 2023 in accordance with the process described above.

## 2. Structure the board to add value

### 2.1 Nomination Committee

The Company has a Nomination Committee that is governed by the Nomination Committee Charter (a copy of which can be viewed [here](#)).

The Nomination Committee is responsible for Board and Committee membership, succession planning, performance evaluation and diversity and inclusion policy development, monitoring and review. Further roles and responsibilities of the Nomination Committee, including a description of the procedure for the selection, appointment and re-election of incumbents, can be found in the Nomination Committee Charter.

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As at 31 December 2023, the Nomination Committee comprised of Mr M. Botha (Chair), Ms S. Shugg, Mr S. Jackson, Mr A. Reynolds, Mr M. Potts (resigned 20 March 2024) and Mr K. Marshall, all of whom are Non-Executive Directors.

As at the date of this statement, all members of the Nomination Committee are independent Directors.

The attendance record of Nomination Committee members at Nomination Committee meetings for the reporting period ended 31 December 2023 is noted in the Directors' Report under the heading "Directors' Meetings" in the Annual Report.

## 2.2 Board Composition and Skills Matrix

### The Board

As at 31 December 2023 and as at the date of this statement, the Board is comprised of six Non-Executive Directors (including the Chairman) and one Executive Director (being the Managing Director and CEO).

The table below sets out the detail of the tenure of each Director (current and during the Reporting Period).

Director	Role of Director	First Appointed*	Qualification
Martin Botha	Non-Executive Director and Chairman (appointed Chairman from 29 June 2017)	February 2014	BScEng
Adrian Reynolds	Non-Executive Director	May 2021	MSc, GradDipMinEng
Simon Jackson	Non-Executive Director	October 2021	B.Com FCA
Sabina Shugg	Non-Executive Director	September 2018	BSc (Mining Engineering), MBA, GAICD
Keith Marshall	Non-Executive Director	June 2023	BSc (Engineering)
Adrienne Parker	Non-Executive Director	20 March 2024	LLB
Mark Potts**	Non-Executive Director	June 2017	BSc (Hons), GAICD
Terry Holohan	Managing Director and CEO	May 2022	BSc CEng MIMMM

\*Resolute was incorporated on 8 June 2001.

\*\* Resigned 20 March 2024

In relation to term of office, the Company's constitution specifies that one third (or if not a whole number, the nearest whole number to one third) of all Directors (with the exception of the CEO) must retire from office annually and are eligible for re-election. The Nomination Committee assesses and determines whether to endorse the re-election of Directors required to retire by rotation. The Company's constitution also requires that any Director who will have been in office for more than three years by the next annual general meeting, must retire from office at the current annual general meeting and is eligible for re-election.

### Skills Matrix

A profile of each Director setting out their skills, experience, expertise and period of office is set out in the Directors' Report in the Annual Report.





The Board has identified that the appropriate mix of skills and diversity required of its members on the Board to operate effectively and efficiently is achieved by personnel having substantial skills and experience in operational management, mining and technical, capital projects, strategy/risk, finance, listed resource companies, equity markets and sustainability and stakeholder management.

Each Director brings a unique and varied skillset covering relevant aspects of the desired mix of skills and diversity required in the composition of the Board, and each Director has the right of access to all Company information and to the senior executive team.


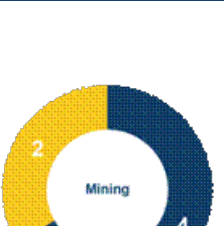
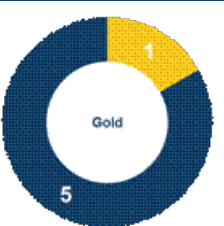
The table below summarises the areas of competence, skills and experience of the six Directors in office as at 31 December 2023.

## Skill/competency and Board composition


## Skill/competency and Board composition

	<p>Senior executive role or substantial Board experience in a company with proven track record of leadership skills.</p>		<p>Experience in recognising and managing risks which have the potential to materially impact the achievement of business objectives.</p>
	<p>Record of senior leadership in a public listed company.</p>		<p>Experience with regulatory and legal compliance and litigation/disputes.</p>



## Skill/competency and Board composition

Industry	People and Capability
	<p>Ability to leverage digital technology to support growth and drive competitive advantage.</p> <p>Board or senior executive or equivalent experience in people management and succession planning, and performance and organisational culture.</p>
	<p>Senior executive experience in a large mining organisation combined with an understanding of the Group's corporate purpose to create long-term shareholder value through the discovery, acquisition, development and marketing of natural resources.</p> <p>Board or senior executive or equivalent experience in remuneration policy and application including linking remuneration to strategy.</p>
	<p>Senior executive experience in the gold industry, including in-depth knowledge of the Group's strategy, markets, competitors, operational issues, technology and regulatory concerns.</p> <p>Board or senior executive or equivalent experience in industrial relations.</p>

## Skill/competency and Board composition

Commercial Capability	Sustainability and Stakeholder Management
 <p>Business Strategy</p> <p>6</p> <p>Successful record of development and oversight of business strategy and competitive business analysis.</p>	 <p>Health &amp; Safety</p> <p>3</p> <p>3</p> <p>Demonstrable understanding of health and safety management, performance and governance.</p>
 <p>Financial Acumen</p> <p>6</p> <p>Exhibits a high level of financial acumen and has senior executive or equivalent experience in financial accounting and reporting and internal financial controls, including the ability to probe the adequacies of financial and risk controls.</p>	 <p>Environment &amp; Climate Change</p> <p>2</p> <p>4</p> <p>Demonstrable understanding of key environmental impacts, including fluency in how climate change risks and opportunities affect the business and experience in management, performance and governance of these impacts.</p>
 <p>Capital Projects</p> <p>2</p> <p>4</p> <p>Senior executive or equivalent experience or background in capital intensive and long-term projects and investments.</p>	 <p>Corporate Governance</p> <p>6</p> <p>Demonstrated commitment to the highest standards of corporate governance including board or senior executive or equivalent experience or background which demonstrates a commitment to a high level of corporate governance.</p>
 <p>Mergers &amp; Acquisitions</p> <p>1</p> <p>5</p> <p>Relevant experience in merger and acquisition transactions raising complex financial, regulatory and operational issues.</p>	 <p>Community Relations</p> <p>3</p> <p>3</p> <p>Track record of overseeing successful engagement with a range of key stakeholders at national, regional and local levels, including government, community and non government organisations.</p>

## Skill/competency and Board composition

Sustainability and Stakeholder Management
 <p>Public &amp; Regulatory Policy</p> <p>3</p> <p>3</p> <p>Experience in government affairs and public and regulatory policy.</p>
External Market
 <p>Senior executive experience in the</p>





■ High Competence      ■ Awareness

#### Diversity of the Board as at 31 December 2023

<b>Gender</b>	6 males and 1 female	
<b>Tenure</b>	0 - 2 years	1 directors
	2 - 4 years	3 directors
	4 - 10 years	3 directors
	10+ years	0 directors

### 2.3 Assessment of Board Independence

Directors are expected to contribute independent views to the Board.

An independent Board member operates independently of executive management and free of any business or other relationship (personal, business or otherwise) that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgment.

Independent Board members accordingly assist in ensuring that the Board operates in the best interests of the Company, having regard to the goals and objectives of the Company.

The assessment of whether a Board member is independent is a matter of judgement for the Board as a whole and includes concepts of materiality. In making that judgement the Board may have regard to, but need not be bound by, the Recommendations as to director "independence".

All Board members are required to disclose to the Board and the Nomination Committee (via the Company Secretary) any interest, position, association, relationship or information (and any changes thereof) which may be relevant or material to that assessment. No director deemed independent has any interest, position, affiliation or relationship of the type described in Box 2.3 of the Fourth Edition.

The Chairman, and at least a majority of Directors, should be independent, unless special circumstances exist, are disclosed and are approved of by the Board as an exception to this requirement.

The Board regularly reviews and considers the positions and associations of each of the Directors in office.

As at 31 December 2023, the Board considered that six of the seven directors were independent, namely, Mr. M Botha (Chairman), Ms. S. Shugg, Mr. A Reynolds, Mr. S. Jackson, Mr. M. Potts and Mr. K. Marshall. As at 31 December 2023, the Board did not consider Mr. T. Holohan to be independent.

Refer to section 2.2 of this statement under the heading "The Board" for details of the length of service of each of the Directors.

### 2.4 Ratio of Board Independence

As at 31 December 2023 and the date of this statement, the majority of the Board (six of the seven Directors) were independent.

### 2.5 Roles of the Chairman and CEO

The roles of the Chairman (Mr. M Botha) and the CEO (Mr. T. Holohan) are not exercised by the same individual. As at the date of this Statement, the Chairman is an independent Non-Executive Director.

### 2.6 Board Induction and Professional Development

The Company has a procedure for the selection and appointment of new Directors which can be viewed [here](#).

The Board, through the Nomination Committee, reviews whether the Directors as a group have the skills, knowledge and familiarity with the Group and its operating environment required to fulfil their role on the Board and its Committees effectively. It also oversees Board member induction and professional development including, where gaps are identified, considering what training or development could be undertaken to fill the gaps, and where necessary, providing resources for the Directors to develop and maintain their skills and knowledge. Further details of the professional development provided by the Nomination Committee can be found in the Nomination Committee Charter. Directors and Board Committees have the right, in connection with their duties and responsibilities, to seek independent professional advice at the Company's expense.

### 3. Act ethically and responsibly

#### 3.1 Values

The Company has implemented a formal set of behavioural values designed to uphold high standards of integrity and work performance by all Directors and employees of the Group. The Company's values are:

- **Respect:** We respect each other and the countries and communities in which we operate.
- **Accountability:** We own our actions and deliver on our commitments.
- **Integrity:** We are ethical, open and honest.
- **Sustainability:** We prioritise health, safety and environment, operating responsibly to manage risk and opportunity.
- **Empowerment:** We set ambitious goals, foster high performance and support our people to generate new ideas.

#### 3.2 Ethical standards and code of conduct

##### Code of Conduct

The Board acknowledges the need for the highest standards of corporate governance and ethical conduct by all Directors and employees of the Group. As such, the Company has a Code of Conduct which has been fully endorsed by the Board and applies to all Directors and Group employees. The Code of Conduct is regularly reviewed and updated as necessary to ensure that it reflects the highest standards of behaviour and professionalism and the practices necessary to maintain confidence in the Group's integrity.

A fundamental theme is that all business affairs are conducted legally, ethically and with strict observance of the highest standards of integrity and propriety. The Directors and management have the responsibility to carry out their functions with a view to maximising financial performance of the consolidated entity. This concerns the propriety of decision making in conflict of interest situations and quality decision making for the benefit of Shareholders. All material breaches of the Code of Conduct are reported to the Board.

The Company's employees must complete training on the Code of Conduct (via an online module or in a face to face format).

A copy of the Company's Code of Conduct can be found [here](#).

##### Whistleblower Policy

In line with the Code of Conduct, the Company has a Whistleblower Policy which aims to further the Company's commitment to maintaining high ethical standards of conduct and to encourage the reporting of any instance of suspected unethical, illegal, fraudulent or undesirable conduct which contravenes the Code of Conduct. The Whistleblower Policy also ensures that persons who make a report in good faith can do so without fear of intimidation, disadvantage or reprisal. All material breaches of the Whistleblower Policy are reported to the Board.

All material incidents reported under the Policy are required to be reported to the Audit and Risk Committee.

A copy of the Company's Whistleblower Policy can be found [here](#).

##### Anti-Bribery and Corruption Policy

An important element of the Code of Conduct addresses anti-bribery and corruption (**ABC**) and requires the adherence to Australian and other applicable anti-bribery laws conducting business dealings, irrespective of local standards and practices in the place of business. The Company's Anti-Bribery and Corruption Policy provides further guidance and sets out the Company's commitment to conducting its business ethically and with honesty and integrity, with a "zero-tolerance" approach to bribery and corruption. All material breaches of the Anti-Bribery and Corruption Policy are reported to the Board.



reported to the Board.

The Company conducts a broader ABC compliance programme which includes measures such as ABC training for staff (particularly staff at higher risk of exposure to corruption), the placement of suitable ABC clauses in all contracts (particularly those with third party representatives who interact with government officials on the Company's behalf), and a pre-approval regime for offering, giving or receiving gifts above a modest value.

The Company has not been involved in any ABC regulatory investigations or legal actions either during the calendar year ending 31 December 2023 or as at the date of this statement.

A copy of the Company's Anti-Bribery and Corruption Policy can be found [here](#).

### 3.3 Sustainability Committee

As at the date of this statement, the Company has a Sustainability Committee. The Sustainability Committee is comprised of Mr. T. Holohan (CEO & Chair), Ms. S. Shugg (Non-Executive Director), Mr. A. Reynolds (Non-Executive Director), Mr. K. Marshall and relevant senior executives, namely the Company's Chief Operating Officer.

The Sustainability Committee is chaired by Mr. T. Holohan.

The Sustainability Committee operates under a charter approved by the Board which can be found [here](#).

The key purposes of the Committee are to act as a forum for presentation of the safety performance and environmental impact management of the Group operations including exploration, consultation, discussion and dissemination of information on matters which are likely to affect the safety performance and environmental management of Group workplaces.

The Sustainability Committee is also responsible for:

- monitoring key risks to the business in the areas of health, safety, security and environment
- monitoring the Group's compliance with relevant laws, regulations and Group operational policies and standards
- monitoring the culture that is promoted within the Group to promote compliance with and responsibility for health, safety, security and environmental management
- establishing and tracking of measurable workplace health, safety and environment objectives and targets, including recognising and celebrating their achievement.

## 4. Safeguard integrity in corporate reporting

### 4.1 Audit and Risk Committee

The Company has an Audit and Risk Committee. As at 31 December 2023, the Audit and Risk Committee comprised of Mr S. Jackson (Chair), Mr M. Botha, Mr A. Reynolds, Ms S. Shugg, Mr M. Potts (resigned 20 March 2024) and Mr K. Marshall, all of whom are Non-Executive Directors. As at the date of this statement, the composition remains unchanged, other than for the resignation of Mr Potts and the appointment of Ms A. Parker (effective 20 March 2024). As at the date of this statement, all members of the Audit and Risk Committee are independent Directors.

The Audit and Risk Committee is chaired by Mr S. Jackson, who is not the Chairman of the Board.

All members of the Audit and Risk Committee consider themselves to be financially literate and have significant understanding of the industry in which the Company operates. The attendance record of Audit and Risk Committee members at Audit and Risk Committee meetings for the reporting period ended 31 December 2023 is noted in the Directors' Report under the heading "Directors' Meetings" in the Annual Report.

Details of the members of the Audit and Risk Committee including their experience, expertise and qualifications are set out in the Directors' Report under the heading "Directors" and under the heading "Board of Directors and Leadership Team" in the Annual Report.

The Audit and Risk Committee operates under a charter approved by the Board which can be found [here](#).

It is the Board's responsibility to ensure that an effective internal control framework exists within the entity. This includes internal controls to deal with both the effectiveness and efficiency of significant business processes. This includes the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial information as well as non-financial considerations. The Audit and Risk Committee also provides the Board with additional assurance regarding the reliability of the financial information for inclusion in the financial reports.

The Audit and Risk Committee is also responsible for:

- ensuring compliance with statutory responsibilities relating to accounting policy and disclosure

- ensuring compliance with statutory responsibilities relating to accounting policy and disclosure
- liaising with, discussing and resolving relevant issues with the auditors
- assessing the adequacy of accounting, financial and operating controls
- reviewing half-year and annual financial statements before submission to the Board.

## 4.2 Corporate reporting certifications

The Company's Chief Executive Officer (Mr T. Holohan) and Chief Financial Officer (Mr C. Eger) have provided the Board with the appropriate assurances in relation to full year statutory financial reports during the year ended 31 December 2023.

These assurances include declarations in accordance with Section 295A of the *Corporations Act 2001* (Cth) (**Corporations Act**) that, in their opinion, the financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards, and that they give a true and fair view of the financial position and performance of the Company, and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

## 4.3 Verification of Reports

The Company's external auditor, Ernst & Young, reviews the annual Directors' Report, annual Remuneration Report, and the annual and half yearly Financial Statements. The balance of periodic corporate reports, including Quarterly Reports, the annual Corporate Governance Statement, and the annual Reserves and Resources Statement, are subject to a rigorous internal review process coordinated by the Investor Relations team with individual sign offs by the relevant functional areas.

## 4.4 External Auditor

The Company's external auditor, Ernst & Young (**External Auditor**), attends the Company's Annual General Meeting. The External Auditor's presence is made known to Shareholders during the meeting, and Shareholders are provided with an opportunity to address questions to the External Auditor relevant to the audit and the preparation and content of the External Auditor's report.

The External Auditor is invited to attend all Audit and Risk Committee Meetings. As noted in the Audit and Risk Committee Charter, the performance and independence of the External Auditor is reviewed by the Audit and Risk Committee.

The External Auditor's existing policy requires that its audit team provide a statement as to their independence. This statement was received by the Audit and Risk Committee for the reporting period ended 31 December 2023.

The External Auditor has a policy for the rotation of the lead audit partner in accordance with the requirements of the *Corporations Act*.

# 5. Make timely and balanced disclosure

## 5.1 Continuous disclosure

The Board has a Continuous Disclosure Policy which can be viewed [here](#). The Company is committed to:

- ensuring that stakeholders have the opportunity to access externally available information issued by the Company
- providing full and timely information to the market about the Company's activities
- complying with the obligations contained in the ASX Listing Rules and the *Corporations Act* relating to continuous disclosure.

The Board has designated the CEO, the CFO, the Principal Legal Counsel, the Corporate Development and Investor Relations Manager and the Joint Company Secretaries as the responsible people to administer the Continuous Disclosure Policy. This involves complying with the continuous disclosure requirements outlined in the ASX Listing Rules, ensuring that disclosure with the ASX is coordinated and being responsible for administering and implementing the policy.

## 5.2 Board communication

The Company makes announcements available to Directors promptly after receiving confirmation from the ASX that an announcement has been released to the market.

### 5.3 Announcements and presentation materials

The Company releases announcements and presentation materials containing new or market sensitive material to the ASX prior to the time of the corresponding presentation to analysts, investors or conference. Following confirmation of release of such materials by the ASX, the materials are published on the Company's website, selected social media and circulated by email to the Company's subscribers.

Presentation materials that do not contain new or market sensitive material are published on the website and circulated to the Company's subscribers at the time they are made available to the relevant event.

## 6. Respect the rights of security holders

### 6.1 Shareholder communication

The Company's website ([www.rml.com.au](http://www.rml.com.au)) provides information on the Company including its history, current operations and corporate directory.

The Corporate Governance page of the Company's website (<https://www.rml.com.au/corporate-governance>) provides access to key policies, procedures and charters of the Company, such as the Board and Committee charters, Securities Trading Policy, Diversity and Inclusion Policy and Continuous Disclosure Policy, and the Company's latest Corporate Governance Statement.

ASX announcements, Company reports and presentations are uploaded to the website following release to the ASX and editorial content is updated on a regular basis. The Company is committed to providing Shareholders and the market with consistent, transparent corporate reporting and timely, accurate disclosures.

### 6.2 Investor relations program

The Board has established a Communications Strategy which can be viewed [here](#). The Company's website ([www.rml.com.au](http://www.rml.com.au)) provides information on the Company including its background, objectives, projects and contact details.

The Board aims to ensure that Shareholders, on behalf of whom they act, are informed of all information necessary and kept informed of all major developments affecting the Company in a timely and effective manner. Information is communicated to the market and Shareholders through:

- the annual report which is made available to all Shareholders and the public
- half yearly reports, quarterly reports and ASX announcements which are made to the ASX and posted on the entity's website
- the annual general meeting and other meetings so called to obtain approval for Board action as appropriate.

### 6.3 Shareholder participation

The Board recognises the rights of Shareholders and encourages participation of Shareholders at general meetings of the Company. Notices of meetings are distributed to Shareholders and Shareholders are provided with the opportunity to attend general meetings.

Shareholders who are unable to attend meetings of the Company are encouraged to participate by way of appointment of a proxy. Information as to how to lodge a proxy form is provided to Shareholders at the time a notice of meeting is distributed. Shareholders are encouraged to use their attendance at meetings to ask questions on any matter, with time being specifically set aside for Shareholder queries.

### 6.4 Substantive resolutions

All substantive resolutions are decided by a poll at general meetings of the Company.

### 6.5 Communication options

Shareholders have a choice in relation to the methods in which they receive information (including notices of meetings) from the Company. A Shareholder can request to have information released to them by email by phoning the Company's Share Registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or by visiting the Share Registry's "Investor Centre" at [www-au.computershare.com/investor/](http://www-au.computershare.com/investor/) which allows Shareholders to login and access their personal information, shareholdings and a range of relevant forms via its website.

## 7. Recognise and manage risk

### 7.1 Risk management

The Company takes a pro-active approach to risk management across the Group and the Board has ultimate responsibility for ensuring that the principal risks faced by the Group are identified and overseeing that appropriate control and monitoring systems are in place to manage the impact of these risks.

As detailed in section 4.1 above, the Board's identification and oversight role was supported by the Audit and Risk Committee during the reporting period. The Audit and Risk Committee has a risk function as set by the Audit and Risk Committee Charter which can be viewed [here](#).

Separately, the CEO and the Chief Financial Officer will inform the Board annually in writing that the sign off given on the financial statements is founded on a sound system of risk management and internal control compliance which implements the policies adopted by the Board.

The Company's risk management and internal compliance and control systems is operating effectively and efficiently in all material respects.

### 7.2 Review of risk management framework

The scope of the Audit and Risk Committee's risk function includes approving and monitoring policies for identifying and managing/mitigating/transferring risk (including in accordance with the Group's risk management policy) and reviewing the Group's risk management framework and policies at least annually to satisfy itself that it continues to be sound and that it is operating with due regard to the risk appetite set by the Board. The risk management framework was continually reviewed by the Board during the year ended 31 December 2023.

### 7.3 Internal audit function

The Company had a dedicated internal audit function during the reporting period ended 31 December 2023.

Deloitte has been engaged from 2023 to perform the internal audit function. The Company Secretary is responsible for internal audit, reporting directly to the Audit and Risk Committee. The Joint Company Secretaries are responsible for internal audit, reporting directly to the Audit and Risk Committee. The internal audit function conducts internal audit reviews to evaluate and where appropriate, identify areas where management should improve the effectiveness of the Company's risk management, control, compliance and governance processes. When conducting these reviews, the internal audit function is supported by a combination of internal and external resources. In 2023, Deloitte was engaged to perform the internal audit function and to assess the processes and controls in place in order to give management a view of effectiveness of our control environment.

The Audit and Risk Committee will ensure that appropriately qualified personnel with the suitable skill sets are employed to manage the internal audit function and reviews and assesses the performance and objectivity of the Company's internal audit function.

### 7.4 Management of material risks

The Company has an existing risk framework in place that uses a series of workshops and interviews to assist in the identification and assessment of key business risks including the associated mitigation controls and strategies to appropriately manage the material risks.

The Company has summarised its key business risks and the associated mitigation controls and strategies to appropriately manage those material risks in the Annual Report under the heading "Risk Management".

## 8. Remunerate fairly and responsibly

### 8.1 Remuneration Committee

The Company has a Remuneration Committee that is governed by the Remuneration Committee Charter (a copy of which can be viewed [here](#)).

The Remuneration Committee is responsible for determining and reviewing the compensation arrangements for the Directors (including the CEO), the executive team and Group employees, and making recommendations to the Board in this regard.

As at 31 December 2023, the Remuneration Committee comprised of Mr M. Potts (Chair) (resigned 20 March 2024), Mr M. Botha, Ms S. Shugg, Mr A. Reynolds, Mr S. Jackson and Mr K. Marshall all of whom are Non-Executive Directors. As at the date of this statement, the composition remains unchanged, other than for the resignation of Mr Potts, the appointment of Mr K. Marshall as Chair, and the appointment of Ms A. Parker (each effective 20 March 2024). As at 31 December 2023 and the date of this statement, all members of the Remuneration Committee are independent Directors.

The attendance record of Remuneration Committee members at Remuneration Committee meetings for the reporting period ended 31 December 2023 is noted in the Directors' Report under the heading "Directors' Meetings" in the Annual Report.

## 8.2 Remuneration policies

The details of the Directors' and Officers' remuneration policies are provided in the Directors' Report under the heading "Remuneration Report" in the Annual Report. The Remuneration Committee reviews and reassesses the policy at least annually and obtains the approval of the Board.

The Remuneration Committee is responsible for developing measurable objectives and evaluating progress against these objectives.

## 8.3 Securities trading

The Company's Securities Trading Policy can be found [here](#).

This policy is driven by the Corporations Act requirements and applies to all Directors, officers and Group employees. The policy summarises the law relating to insider trading and sets out the trading prohibitions which apply to persons affected by the policy.

The Securities Trading Policy prohibits persons discharging managerial responsibilities at all times from dealing in financial products issued or created over or in respect of the Company's securities, including hedge arrangements. Under the Securities Trading Policy, all trading by Personnel requires prior clearance from the Company.

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