

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Orexplora Technologies Limited

ABN/ARBN

98 645 505 406

Financial year ended:

31 December 2021

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://www.orexplore.com/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 31 December 2021 and has been approved by the board.

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

Date: 22 April 2022

Name of authorised officer
authorising lodgement: Frank Campagna
Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://www.orexplorer.com/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at: https://www.orexplora.com/corporate-governance/</p> <p>and we have disclosed the information referred to in paragraph (c) at: 2021 Corporate Governance Statement</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: https://www.orexplora.com/corporate-governance/</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: 2021 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: https://www.orexplora.com/corporate-governance/</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: 2021 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.orexplore.com/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at:</p> <p>2021 Corporate Governance Statement</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed our board skills matrix at:</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: 2021 Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: [insert location] and the length of service of each director at: Directors Report section of the 2021 annual report	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: https://www.orexplorer.com/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://www.orexplorer.com/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://www.orexplorer.com/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://www.orexplorer.com/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.orexplora.com/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>2021 Corporate Governance Statement</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://www.orexplorer.com/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://www.orexplorer.com/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: https://www.orexplorer.com/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: <i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: 2021 Corporate Governance Statement</p>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: 2021 Corporate Governance Statement</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: <i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: 2021 Corporate Governance Statement</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at: 2021 Corporate Governance Statement</p> <p>and, if we do, how we manage or intend to manage those risks at: https://www.orexplora.com/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

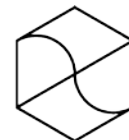
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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.orexplorer.com/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: https://www.orexplorer.com/corporate-governance/</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: https://www.orexplorer.com/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: https://www.orexplorer.com/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input checked="" type="checkbox"/> and we have disclosed information about the processes in place at: 2021 Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>



OREXPLORE TECHNOLOGIES LIMITED

ABN 98 645 505 406

CORPORATE GOVERNANCE STATEMENT

The Board and management of the Company are committed to achieving and maintaining high standards of corporate governance. Given the size and stage of development of the Company, the Board considers that the implementation of all Corporate Governance Recommendations is not currently relevant or suitable for the Company. Copies of relevant corporate governance policies and charters are available in the corporate governance section of the Company's web-site at www.orexplores.com.

This Corporate Governance Statement is current as at 31 December 2021 and was approved by the Board on 20 April 2022.

Board composition

Details of the skills, experience and expertise relevant to the position of each director and their term of office are set out in the Directors' Report section of the annual report.

The Board sets out below details of those corporate governance matters where the Company's practices depart from Corporate Governance Recommendations.

Recommendation	Current practice
1.1 Disclose the respective roles and responsibilities of the board and management as set out in the board charter; and those matters expressly reserved to the board and those delegated to management.	<p>The Board's primary role is to formulate the strategic direction of the Company and to oversee the Company's business activities and management. The Board Charter sets out the functions reserved for the Board and those delegated to senior management.</p> <p>Some Board functions will be handled through Board committees as and when the size and scale of operations of the Company warrants such Committees.</p> <p>A copy of the Board Charter is available on the Company's web-site.</p>
1.2 Companies should undertake appropriate checks before appointing a director or senior executive or putting someone forward to security holders for election, as a director; and provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<p>Prior to a candidate being considered for appointment as a director of the Company, relevant enquiries are made as to the person's character, experience, education, criminal record and bankruptcy history. Biographical details and other relevant information on any directors standing for re-election are provided to shareholders in the notice of meeting.</p> <p>These requirements are contained in the Remuneration and Nomination Committee Charter, a copy of which is available on the Company's web-site.</p>
1.3 Companies should have a written agreement with each director and senior executive setting out the terms of their appointment.	<p>Each director and senior executive of the Company has an agreement in writing with the Company, which sets out the key terms and conditions of their appointment including their duties, rights and responsibilities. Non-executive directors are not appointed for a fixed term.</p> <p>These requirements are contained in the Board Charter.</p>

Recommendation	Current practice
1.4 The company secretary should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	The Board is responsible for the appointment and removal of the Company Secretary. The Board Charter sets out that the Company Secretary is accountable to the Board on all matters relating to the proper functioning of the Board.
1.5 Companies should have and disclose a diversity policy and set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally.	<p>A copy of the Company's Diversity Policy is available on the web-site. The overriding objective of the Diversity Policy is to align the Company's business operations with the positive outcomes that can be achieved through a diverse workforce that recognises and utilises the contribution of diverse skills and talent.</p> <p>Due to the current size and composition of the Company, the Board does not consider it appropriate to provide measurable objectives in relation to gender diversity. The proportion of female employees in the whole organisation is 21%. There are presently no females in senior executive positions and on the Board.</p> <p>The appropriate mix of skills and diversity for membership of the Board is considered as part of ongoing nomination and succession planning and which recognises the value of balanced gender representation.</p>
1.6 Companies should have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and whether a performance evaluation has been undertaken during or in respect of that reporting period.	The Board has adopted a formal process for an annual self-assessment of its collective performance, the performance of individual directors and of Board committees. The Board is required to meet annually with the purpose of reviewing the role of the Board, assessing its performance over the previous 12 months and examining ways in which the Board can better perform its duties. No formal performance evaluation was undertaken during the year as the current Board had only been constituted in the second half of the year.
1.7 Companies should have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and whether a performance evaluation was undertaken during or in respect of that reporting period.	The performance of senior executives is reviewed annually by the Managing Director through a formal performance appraisal meeting, incorporating measurement against key performance indicators. No formal appraisals were conducted during the year as the majority of senior management positions were only recently appointed. An annual performance appraisal of the Managing Director will be undertaken by the Chairman and the Managing Director will conduct performance reviews of senior executives. The formal evaluation procedures are set out in the Board Charter.
2.1 The Board should establish a nomination committee.	Due to the current size and composition of the Board, the Company does not have a separate nomination committee. The roles and responsibilities of a nomination committee are currently undertaken by the Board. A copy of the Remuneration and Nomination Committee Charter is available on the Company's web-site.
2.2 Companies should have and disclose a board skills matrix.	The Company's objective is to have an appropriate mix of expertise and experience on its Board so that it can effectively discharge its corporate governance and oversight responsibilities. The Board does not maintain a

Recommendation	Current practice
	<p>formal matrix of Board skills and experience, however, the diversity of experience and assessment of any gaps in skills and experiences are a key consideration for any proposed appointment to the Board.</p> <p>Details of each director’s relevant skills and experience are set out in the annual report.</p>
<p>2.3 Disclose the names of directors who are considered to be independent.</p>	<p>The independent directors of the Company are Stuart Carmichael and Stefan Sädbom. The Board has adopted ASX recommended principles in relation to the assessment of directors’ independence.</p> <p>Brett Giroud is not considered independent as he holds an executive position in the Company. Alan Bye is not considered independent due to prior consulting services provided to the Company and also on the basis that Dr Bye holds performance rights in the Company. Kent Swick is not considered independent on the basis that he is a substantial shareholder of the Company.</p> <p>Despite this, the Board believes that Mr Giroud, Dr Bye and Mr Swick are capable of making quality and independent judgements in the best interests of the Company on all relevant issues before the Board.</p> <p>The Board assesses the independence of Directors on an ongoing basis.</p>
<p>2.4 A majority of the board should be independent directors.</p>	<p>The Board comprises five directors, two of whom are independent. The Company has, at this stage, decided to appoint directors with the expertise and experience to support the Company’s business strategy rather than strictly adhere with this recommendation. The Company will consider ways of restructuring its Board in the future to ensure that a majority of its members are independent.</p>
<p>2.5 The chair should be an independent director and should not be the same person as the CEO.</p>	<p>Alan Bye is not deemed to be an independent director. The Board believes that Dr Bye is capable of making quality and independent judgements in the best interests of the Company on all relevant issues before the Board. The Chair is expected to bring independent thought and judgement to their role in all circumstances. Where matters arise in which there is a perceived conflict of interest, the Chair must declare their interest and abstain from any consideration or voting on the relevant matter</p> <p>The roles of Chairman and Chief Executive Officer are not combined.</p>
<p>2.6 Companies should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>New directors are provided with an induction including meetings with key executives, tours of the Company’s premises, an induction package and presentations. Induction requirements are included in the Board charter.</p> <p>All directors are expected to maintain the skills required to effectively discharge their obligations to the Company. Directors are encouraged to undertake professional development programs to develop and maintain the skills</p>

Recommendation	Current practice
	<p>and knowledge needed to perform their role as directors of the Company.</p> <p>Directors have the right, in connection with their duties and responsibilities, to seek independent professional advice at the Company's expense, subject to the prior written approval of the Chairman, which will not be unreasonably withheld.</p>
<p>3.1 Companies should articulate and disclose their values</p>	<p>The Board has adopted a statement of core values with the primary objective for the Company to be a successful minerals analysis and technology company, providing benefits to all stakeholders through the consistent application of technical excellence and responsible and sustainable industry practices.</p> <p>A copy of the Company's statement of values is available on the Corporate Governance section of the Company's web-site.</p>
<p>3.2 Companies should have and disclose a code of conduct and ensure that the board is informed of any material breaches of that code.</p>	<p>A Code of Conduct has been established which applies to all directors and employees, to guide compliance with the legitimate interests of all stakeholders. Material breaches of the code must be reported to the Board.</p> <p>A copy of the Code of Conduct is available on the Company's web-site.</p>
<p>3.3 Companies should have and disclose a whistleblower policy and ensure that the board is informed of any material incidents reported under that policy.</p>	<p>The Company has established a Whistleblowing Policy for the legitimate reporting of illegal or unethical practices by company employees. Any material incidents are to be reported to the Board. A copy of the Whistleblowing Policy is available on the Company's web-site.</p>
<p>3.4 Companies should have and disclose an anti-bribery and corruption policy and that the board is informed of any material breaches of that policy.</p>	<p>The Company has established an Anti-Bribery and Anti-Corruption Policy to provide a framework for the Company to conduct its business activities fairly, honestly and with integrity and in compliance with all applicable laws, rules and regulations. Any material breaches under the policy are required to be reported to the Board. A copy of the Anti-Bribery and Anti-Corruption Policy is available on the Company's web-site.</p>
<p>4.1 The Board should have an audit committee.</p>	<p>As a consequence of the current size and composition of the Board, the Board has elected not to establish a stand-alone Audit Committee. Matters typically dealt with by an Audit Committee are dealt with by the full Board.</p> <p>The Company's procedures for the selection and appointment of the external auditor and the rotation of external audit partners are set out in the Audit Committee Charter, which is available on the Company's web-site.</p>
<p>4.2 The board should receive a declaration from the CEO and CFO that 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</p>	<p>The Board requires that the Chief Executive Officer and Chief Financial Officer provide a declaration prior to the approval of the Company's financial statements for each financial reporting period.</p>

Recommendation	Current practice
performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	
4.3 Companies should disclose their process to verify the integrity of any periodic corporate report they release to the market that is not audited or reviewed by an external auditor.	Quarterly and other periodic financial reports for release to the market are reviewed by the Managing Director before being presented to the Board for review and approval. Such reports are not to be released to the market without this review and approval process by executive management and the Board.
5.1 Companies should have and disclose a written policy for complying with their continuous disclosure obligations under the Listing Rules.	The Board recognises the obligations of continuous disclosure and the Company has a formal written policy for the continuous disclosure of any price sensitive information concerning the Company. A copy of the Continuous Disclosure Policy is available on the Company's web-site.
5.2 Directors should receive copies of all material market announcements promptly after they are released.	The Continuous Disclosure Policy requires that all members of the Board are to promptly receive copies of all material market announcements issued by the Company.
5.3 Companies that give a new and substantive investor presentation should release a copy of the presentation materials on the ASX ahead of the presentation.	The Continuous Disclosure Policy sets out the requirement for any material investor or analyst presentations intended to be made by the Company to be firstly released to the ASX.
6.1 Provide information about itself and its corporate governance policies via its web-site.	Information relating to the Company and its governance practices is available on the Company's web-site.
6.2 Companies should have an investor relations program that facilitates effective two-way communication with investors.	The Board has adopted a written policy covering arrangements to promote communications with shareholders. A copy of the Shareholder Communications Policy is available on the web-site.
6.3 Disclose how the company facilitates and encourages participation at meetings of security holders.	The Shareholder Communications Policy sets out policies and practices to encourage effective participation by shareholders at general meetings of the Company.
6.4 All substantive resolutions at a meeting of security holders should be decided by a poll rather than by a show of hands.	The Company ensures that any substantive resolutions to be considered at shareholders meetings are decided by a poll rather than by a show of hands.
6.5 Give security holders the option to receive communications from and send communications to the Company and its security registry electronically.	The Company and the share registry offer mechanisms for electronic communication by shareholders, including an e-mail alert facility available through the Company's web-site. Requirements are contained in the Shareholder Communications Policy.
7.1 The board should have a committee or committees to oversee risk.	Given the current size and level of activities of the Company, the Board has elected not to establish a separate risk committee. The Board as a whole has responsibilities typically assumed by a risk committee, including but not limited to (i) ensuring that an appropriate risk management framework is in place and is operating effectively; and (ii) reviewing and monitoring legal and policy compliance systems and issues.

Recommendation	Current practice
	<p>Therefore, matters typically dealt with by a risk committee are dealt with by the full Board.</p> <p>The Company is developing procedures for the oversight and management of material business risks arising within the minerals analysis and technology industry.</p> <p>Details of risk management practices are set out in the Risk Management Policy in the corporate governance section of the web-site.</p>
<p>7.2 The board or a committee of the board should review the Company’s risk management framework at least annually and that the company is operating with due regard to the risk appetite set by the board; and disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>The Company is committed to the identification, monitoring and management of risks associated with its business activities and is developing policies in relation to the implementation of practical and effective control systems. The Company has established a Risk Management Policy, which is available in the corporate governance section of the web-site.</p> <p>Under the Risk Management Policy, the Board reviews all major strategies to assess their impact on the risks facing the Company. The Company also undertakes an annual review of operations to update the Company’s risk profile, which normally occurs in conjunction with the strategic planning process. No annual review occurred during the reporting period. The Board also undertakes an annual review of the risk areas identified in the Risk Management Policy.</p>
<p>7.3 Disclose whether the Company has an internal audit function.</p>	<p>The Company does not have an independent internal audit function. Due to the nature and size of the Company’s current operations, the additional costs of an independent internal auditor are not considered to be appropriate. The Board performs all key elements of an internal audit function</p> <p>Senior management periodically undertake internal reviews of financial and operating systems and processes. External reviews of specific business activities or processes are undertaken as required.</p> <p>Operational, financial, legal, compliance, strategic and reputational risks are managed primarily by senior executives as part of the day-to-day management of the Company’s affairs. The support of relevant external professional advisers is engaged as required.</p>
<p>7.4 Disclose whether the Company has any material exposure to environmental or social risks and how it manages those risks.</p>	<p>The Company undertakes mineral analysis technology and related activities and faces risks inherent in its business operations, including economic, environmental and social sustainability risks, which may materially impact the Company’s ability to create or preserve value for shareholders.</p> <p>Material risks associated with economic, environmental and social sustainability are included in the Company’s risk register to ensure that they form part of a robust risk assessment and management process.</p>

Recommendation	Current practice
8.1 The Board should establish a remuneration committee.	<p>The Company is continuing to develop policies and procedures to identify, report and manage business risks as part of its management information and reporting systems.</p> <p>Given the size and composition of the Board, the Board has elected not to establish a stand-alone Remuneration Committee at this stage. The Board as a whole has responsibilities typically assumed by a remuneration committee.</p> <p>A copy of the Remuneration and Nomination Committee charter is available on the Company's web-site.</p>
8.2 Disclose the Company's policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p>The Company's remuneration policies are designed to align the interests of executive directors and management with the interests of shareholders and the Company's objectives by providing a fixed remuneration component and where appropriate, offering specific short-term (cash bonuses) and long-term (equity schemes) incentives linked to performance.</p> <p>The structure for the remuneration of non-executive directors and senior executives is separate and distinct.</p> <p>Details of the remuneration policies and practices are set out in the Remuneration and Nomination Committee charter.</p>
8.3 If a company has an equity-based remuneration scheme it should have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme and disclose that policy.	<p>Under the Company's Securities Trading Policy, directors, officers and employees of the Company are prohibited from entering into arrangements for the hedging, or otherwise limiting their exposure to risk in relation to unvested shares, options or rights issued or acquired under the Company's employee equity scheme.</p>
9.1 Where a director who does not speak the language in which board or security holder meetings are held, companies should disclose the processes in place to ensure the director understands and can contribute to the discussions at those meetings.	<p>In the event that a director of the Company is not proficient in the English language, board and corporate documents will be translated into the director's native language and a translator is to be present at all relevant board and shareholder meetings.</p>
9.2 Companies established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<p>The Company ensures that shareholders meetings are convened at places and times convenient for attendance by shareholders.</p>
9.3 Companies established outside Australia should ensure that their external auditor attends their AGM and is available to answer questions from security holders relevant to the audit.	<p>Under the Continuous Disclosure Policy, the Company's external auditor is required to attend annual general meetings and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report</p>

Further information about the Company's corporate governance practices is set out on the Company's web-site at <https://www.orexplore.com/corporate-governance/>.