



CRITICAL MINERALS GROUP

CORPORATE GOVERNANCE POLICY

CRITICAL MINERALS GROUP LIMITED ACN 652 994 726 ('COMPANY')

CORPORATE GOVERNANCE STATEMENT

The Company's commitment to corporate governance

The Board of the Company believes that the success of the Company's business is strengthened by implementing clearly articulated policies to enhance accountability, efficiency and the reliable measurement of performance. The Board is committed to a high standard of corporate governance practices ensuring that the Company complies with the Corporations Act, Listing Rules, the Company's Constitution and other applicable laws and regulations.

The Company has followed the ASX Corporate Governance Council's Principles and Recommendations (fourth edition) where the Board has considered the recommendations to be an appropriate benchmark for the Company's corporate governance practices. Where, after due consideration, the Company's corporate governance practices depart from a recommendation, the Board has offered full disclosure and reason for adoption of its own practice, in compliance with the "if not, why not" regime.

The Directors monitor the business affairs of the Company on behalf of its Shareholders and have adopted this Corporate Governance Statement to encourage the Directors to focus their attention on accountability, risk management and ethical conduct.

A description of the Company's main corporate governance practices is set out below. All of these practices, unless otherwise stated, were in place for the entire year. The Board continues to review the framework and practices to ensure they meet the interests of its Shareholders

Recommendation 1.1 – Roles and responsibilities of the Board and senior executives	Complies	<p>The Board adopted a Board Charter which sets out the roles and responsibilities of the Board and management and its governance requirements.</p> <p>The Board Charter clearly articulates the division of responsibilities between the Board and senior executives to help manage expectations and avoid misunderstandings about their respective roles and responsibilities.</p> <p>A copy of the Board Charter can be found on the Company's website.</p>
Recommendation 1.2 – Checks on Board candidates and provision of information to Shareholders	Complies/Will Comply	<p>The Company undertakes appropriate checks before appointing a person or putting forward to Shareholders a candidate for election as a Director or a senior executive of the Company.</p> <p>The Remuneration and Nomination Committee's Charter requires the committee to undertake background checks and provide Shareholders with all relevant information. A copy of the Company's Remuneration and Nomination Committee's Charter is accessible on the Company's website.</p> <p>The committee is also to develop and review disclosure about a formal and transparent process for selection, appointment and re-appointment of Directors including criteria of selection.</p> <p>The committee is to make recommendations to the Board regarding re-election of Directors.</p> <p>The Company intends to provide Shareholders with all material information in its possession and otherwise prescribed by Recommendation 1.2 which is relevant to a decision on whether or not to elect or re-elect a Director.</p>
Recommendation 1.3 – Written agreements with Directors and senior executives of the Company	Complies	<p>The Company has entered into written agreements with each of its Directors and senior executives setting out the terms of their appointment.</p> <p>Each member of the senior executive team has signed a formal employment contract covering a range of matters including their duties, rights, responsibilities, mechanisms for performance reviews, any entitlements on termination and obligations to (without limitation):</p> <ul style="list-style-type: none"> (a) disclose the individual's interests in any matters which could affect the individual's independence; (b) comply with key corporate policies, including the Company's code of conduct, anti-bribery and corruption policy and its trading policy;

		<p>(c) notify the Company of, or to seek the Company's approval before accepting, any new role that could impact upon the time commitment expected of the Director or senior executive or give rise to a conflict of interest.</p> <p>The standard contract refers to a specific formal job description. This job description is reviewed by the Board on an annual basis and, where necessary, is revised in consultation with the relevant employee.</p>
<p>Recommendation 1.4 – Company Secretary is accountable to the Board</p>	<p>Complies</p>	<p>The Company Secretary plays an important role in supporting the effectiveness of the Board and its committees. The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p> <p>Any decision to appoint or remove a Company Secretary will be made or approved by the Board.</p> <p>Each Director of the Company is able to communicate directly with the Company Secretary and vice versa.</p>
<p>Recommendation 1.5 – Diversity Policy</p>	<p>Complies/Will Comply</p>	<p>The Company values diversity and recognises the benefits it can bring to the organisation's ability to achieve its goals. Accordingly, the Company has developed a Diversity Policy which is available on the Company's website.</p> <p>This policy outlines the Company's diversity objectives in relation to gender, age, cultural background and ethnicity. It includes requirements for the Board to establish measurable objectives for achieving diversity, and for the Board to assess annually both the objectives, and the Company's progress in achieving them. The Company's Diversity Policy will be periodically reviewed to ensure that it is operating effectively and to ascertain whether any amendments are required.</p> <p>The Board will abide by the following principles:</p> <ul style="list-style-type: none"> (a) the Board is to establish measurable gender diversity objectives and assess annually the objectives and its progress in achieving them with respect to the composition of the Company's Board, senior executives and workforce generally; (b) the Company is to maintain a mix of Directors on the Board from different backgrounds with complementary skills and experience; and (c) the Board is required to undertake an annual Board performance review and consider the appropriate mix of skills required by the Board to maximise its effectiveness and its contribution to the Company.

The Company's Diversity Policy provides that the Company will disclose at the end of each reporting period:

- (i) the measurable objectives for achieving gender diversity set by the Board or a relevant committee with the Company's Diversity Policy; and
- (ii) the Company's progress towards achieving those objectives; and
- (iii) either:
 - (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
 - (B) where the Company is considered to be a 'relevant employer' under the *Workplace Gender Equality Act*, the entity's most recent "General Equality Indicators", as defined in and published under that Act.

While the Company is committed to workforce diversity, it is the Board's view that with the Company's current scale of activities and relatively small number of employees, it is not appropriate in the Company's current circumstances that the Board set and disclose measurable objectives for achieving gender diversity; and annually assess objectives and the entity's progress in achieving them.

Pursuant to Recommendation 1.5, the Company discloses the following information as at the date of this Corporate Governance Statement:

- (a) percentage of women engaged within the whole organisation – 2 out of 8 (25%)
- (b) percentage of women in a senior management position – 2 out of 4 (50%)
- (c) percentage of women engaged at the Board level – 1 out of 6 (17%).

Recommendation 1.6 – Process for the Periodic evaluation of the Board

Complies/Will Comply

The Company's Board Charter states that the Board will:

- (a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors;
 - (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with the stated process during the relevant period; and
 - (c) review and evaluate its own performance, and the performances of its committees and its individual Directors, in conjunction with the Remuneration and Nomination Committee in accordance with the stated processes.
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Recommendation 1.7 – Process for the periodic evaluation of Senior Executives	Complies/Will Comply	<p>The Company's Remuneration and Nomination Committee Charter states that the committee will:</p> <ul style="list-style-type: none"> (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (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.
Recommendation 2.1 – Appointment of Nomination Committee	Partially Complies/Will Comply	<p>Currently the size of the Board is not sufficient to warrant two separate committees for remuneration and nomination. As a result, the Company has established a combined remuneration and nomination committee.</p> <p>The committee's members are:</p> <ul style="list-style-type: none"> (a) Art Malone (chair); (b) Steven Kovac; and (c) Stuart McClure. <p>The majority of members are not independent. However, the committee is comprised of all non-executive Directors and the chair of the committee is independent. Due to the early stage of development and small size of the Company, the Board considers that the composition of the committee adequately allows for objective and unbiased judgement.</p> <p>The Remuneration and Nomination Committee Charter can be found on the Company's website and is designed to (without limitation):</p> <ul style="list-style-type: none"> (i) clearly set out the role of the committee; (ii) confer upon the committee all necessary powers for it to perform the stated roles; and (iii) provide the committee with authority to seek advice from external consultants or specialists where necessary or appropriate. <p>In accordance with the Remuneration and Nomination Committee Charter, the committee is responsible for ensuring that the Company's executive remuneration policies, practices and procedures:</p> <ul style="list-style-type: none"> (A) are aligned with the Company's overall business objectives and market practice; (B) motivate executives to pursue the Company's long term growth;

				<p>(C) demonstrate a clear relationship between the Company's performance and performance of executives; and</p> <p>(D) align the interests of executives with the creation of value for Shareholders.</p> <p>The committee will ensure that the number of times the committee meets throughout the relevant reporting period and the individual attendances of the members at those meetings are disclosed.</p>
Recommendation 2.2 – Board skills matrix			No	<p>The Company does not currently have a skills or diversity matrix in relation to the Board members. The Board considers that such a matrix is not necessary given the current size and scope of the Company's operations. The Board may adopt such a matrix at a later stage as the Company's operations grow and evolve.</p>
Recommendation 2.3 – Director's independence			Complies	<p>The Board has adopted specific principles in relation to Directors' independence which are set out in the Board Charter. These state that to be independent, a Director must be a non-executive Director and:</p> <ul style="list-style-type: none"> (a) must not receive performance-based remuneration (including options or performance rights) from, or participate in an employee incentive scheme of the Company; (b) has no substantial holding (being more than 5% ownership) in the Company, and not an officer of, or otherwise associated directly with, a person or entity that has a substantial holding; (c) within the last three years, has not been employed in an executive capacity by the Company; (d) within the last three years, has not been a principal of a material professional adviser or a material consultant to the Company, or an employee materially associated with the service provided; (e) within the last three years, has not been a material supplier or customer of the Company, or an officer of, or otherwise associated directly with, a material supplier or customer; (f) has no material contractual relationship with the Company other than as a Director; and (g) has no close family ties with any person who falls within any of the categories described above. <p>The Board is comprised of five members.</p> <p>The Board considers Alan Broome AM and Art Malone to be independent Directors.</p>

		<p>Scott Winter was appointed to the Board. The Board does not consider Scott Winter to be an independent Director as they have been employed by the Company in an executive capacity. Steven Kovac and Stuart McClure have also been appointed to the Board and are not considered independent.</p>
<p>Recommendation 2.4 – Majority of the Board are independent Directors</p>	No	<p>The Company does not comply with this recommendation.</p> <p>However, the Board is comprised of two independent directors and three non-independent directors (one of whom is an executive of the Company).</p> <p>The Board acknowledges this recommendation but nevertheless, the Board believes that each of the non-independent directors bring objective and unbiased judgement to the Board's deliberations and that each of them make invaluable contributions to the Company through their considerable skills, experience and deep understanding of the Company's business.</p>
<p>Recommendation 2.5 – Independence of Chair</p>	Complies/Will Comply	<p>The Company's Board Charter states the chair must be an independent non-executive Director.</p> <p>The Board will ensure that the chair of the Board will not be the same person as the CEO.</p> <p>Currently the Chair of the Board is Alan Broome AM.</p>
<p>Recommendation 2.6 – Induction program for new Directors</p>	Complies/Will Comply	<p>The Remuneration and Nomination Committee Charter provides that the committee will establish and facilitate:</p> <ul style="list-style-type: none"> (a) an induction programme for new directors; (b) a program or process for periodically reviewing whether there is a need for existing Directors to undertake professional development; and (c) the provision of such further professional development to such existing Directors. <p>Further, if a Director:</p> <ul style="list-style-type: none"> (i) is not familiar with the legal framework that governs the Company, the Company's induction program will include training on the Director's legal duties and responsibilities as a director under the key legislation governing the Company and the listing rules (including ASX's continuous and periodic reporting requirements); or (ii) does not have accounting skills or knowledge, the Company's induction program will include training on key accounting matters and on the responsibilities of directors in relation to the entity's financial statements

Recommendation 3.1 – Statement of values	Complies	<p>To ensure the Company and its Directors, senior executives and workforce generally discharge their duties in a manner which is lawful, ethical and responsible and in a manner which aligns with the Company’s core values and guiding principles, the Company has developed a Statement of Values.</p> <p>The statement outlines the Company’s core values and guiding principles as well as the behaviours which it considers to be consistent with such principles and values. The statement includes a requirement that the Company will ensure all Directors, senior executives and members of the Company’s workforce receive a copy of the statement and adequate training as to how to implement the statement in the performance of their respective roles.</p> <p>A copy of the Company’s Statement of Values can be found on the Company’s website.</p>
Recommendation 3.2 – Code of Conduct	Complies	<p>The Company has developed a Code of Conduct (‘Code’) which has been fully endorsed by the Board and applies to all Directors, senior executives and employees. The Code is regularly reviewed and updated as necessary to ensure it reflects the highest standards of behaviour and professionalism and practices necessary to maintain confidence in the Company’s integrity.</p> <p>In summary, the Code requires that at all times all Company personnel act with the utmost integrity, objectivity and in compliance with the letter and the spirit of the law and Company policies.</p> <p>The Code also requires that:</p> <ul style="list-style-type: none"> (a) all Directors, senior executives and employees receive adequate training on their obligations under the Code and what behaviour is considered to be consistent or inconsistent with the Code; and (b) the Board is informed of any material breaches of the Company’s Code. <p>A copy of the Company’s Code of Conduct can be found on the Company’s website.</p>
Recommendation 3.3 – Whistleblower Policy	Complies	<p>As reflected in its values statement, the lawful and ethical conduct of its business is a key priority of the Company. The Company recognises that in order to ensure it is always held to the highest standard of accountability in the conduct of its business, the protection of those (in particular its employees) who may have critical opinions about the Company’s conduct or business practices, is essential.</p> <p>Accordingly, the Company has developed a Whistleblower Policy to ensure the protection of anyone required to make a disclosure against it.</p>

The policy:

- (a) requires that the Board is informed of any material incidents reported under the policy;
- (b) requires for its circulation to all Directors, senior executives and employees of the Company;
- (c) clearly identifies the types of concerns that may be reported under the policy and how and to whom reports may be made;
- (d) explains how the confidentiality of the whistleblower's identity is safeguarded and how the whistleblower is protected from retaliation or victimisation;
- (e) requires that employees are trained about the whistleblower policy and their rights and obligations under it;
- (f) requires that managers, Directors and senior executives be trained on how to respond to whistleblower reports that they may receive; and
- (g) requires that the policy will be periodically reviewed to ensure it is operating effectively.

A copy of the Company's Whistleblower Policy can be found on the Company's website and is made actively available to all Directors, senior executives and employees.

Recommendation 3.4 – Anti-bribery and corruption policy Complies

The Company prohibits bribery and corruption in all of its dealings across every jurisdiction and accordingly, compliance with the Company's Anti-bribery and Corruption Policy (**ABC Policy**) is foundational to the Company's values and to the preservation of the Company's good reputation and standing in the community.

The Company's ABC Policy:

- (a) requires that the Board is informed of any material incidents of bribery or corruption;
 - (b) makes clear that serious criminal and civil penalties may be incurred and reputation damage may be inflicted if the organisation is involved in bribery or corruption;
 - (c) prohibits bribery and corruption in all of its dealings across every jurisdiction;
 - (d) includes controls around political donations and offering or accepting gifts, entertainment or hospitality;
 - (e) provides for the training of managers and employees likely to be exposed to bribery or corruption about how to recognise and deal with such matters;
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		<p>(f) requires breaches of the ABC Policy to be reported to the appropriate person or body (in addition to the Board) within the organisation.; and</p> <p>(g) requires that the ABC Policy will be periodically reviewed to ensure it is operating effectively.</p> <p>A copy of the Company's ABC Policy can be found on the Company's website.</p>
Recommendation 4.1 – Appointment of Audit Committee	Partially Complies/Will Comply	<p>The Company has combined their audit and risk management committees. The Company's Audit and Risk Management Committee Charter states that the committee must have a minimum of 3 members and be of sufficient size, independence and technical expertise to discharge its role.</p> <p>The Company does not have an audit and risk management committee as the Board considers the Company will not currently benefit from its establishment. The Board carries out the duties that would ordinarily be carried out by the audit and risk management committee under the Audit and Risk Management Committee Charter including the following processes to independently verify the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, as well as the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p>(i) the Board devotes time at Board meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors; and</p> <p>(ii) all members of the Board are involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting.</p> <p>The Audit and Risk Management Committee Charter can be found on the Company's website.</p>
Recommendation 4.2 – CEO and CFO declarations	Complies	<p>The Company's Audit and Risk Management Committee Charter provides that the committee are to ensure that the CEO and CFO are reasonably able to state that their declarations required under s295A of the Corporations Act relating to financial statements and reports are founded on sound system of risk management.</p>
Recommendation 4.3 – Disclosure of process adopted to verify integrity of unaudited periodic reports	Complies/Will Comply	<p>The Company provides quarterly reports which includes the financial performance for the quarter as well as the Company's progress on business activities. These reports are reviewed by the Chair, CEO, Company Secretary and CFO prior to release. In addition, individual components are also reviewed by management with responsibility for the specific component subject matter.</p>

		The Company has a Continuous Disclosure and Shareholders Communication Policy which also sets out requirements regarding the disclosure processes, roles and responsibilities which can be found on the Company's website.
Recommendation 5.1 – Written policy for complying with its continuous disclosure obligations under listing rule 3.1	Complies/Will Comply	<p>The Company has a Continuous Disclosure and Shareholders Communication Policy setting out the requirements aimed to ensure full and timely disclosure to the market of all material issues relating to the Company to ensure that all stakeholders have an equal opportunity to access information. The Company's Continuous Disclosure and Shareholders Communication Policy reflects the continuous disclosure requirements of the Listing Rules and Corporations Act.</p> <p>A copy of the Company's Continuous Disclosure and Shareholders Communication Policy can be found on the Company's website.</p>
Recommendation 5.2 – Board to be informed on all material market announcements	Complies/Will Comply	The Company's Continuous Disclosure and Shareholders Communication Policy states that the Company will ensure that its Board receives a copy of all material market announcements promptly after they have been made.
Recommendation 5.3 – Presentations and presentation materials to be released on the ASX Market Announcements Platform	Complies/Will Comply	The Company's Continuous Disclosure and Shareholders Communication Policy states that where the Company intends to deliver a presentation to a new and substantive investor or analyst, the Company is required to release the presentation and associated materials on the ASX Market Announcements Platform prior to any such presentation being given.
Recommendation 6.1 – Provision of information via the Company's website	Complies/Will Comply	The Company provides information about itself and its governance to investors via its website www.criticalmineralsgroup.com.au . The Company's corporate governance information can be accessed from the "Corporate Governance" section of the Company's website.
Recommendation 6.2 – Investor relations program to facilitate effective two way communication	Complies/Will Comply	<p>The Continuous Disclosure and Shareholders Communication Policy recognises that stakeholders of both a large scale and retail nature are entitled to have access and participate in a two-way discussion with the Company on relevant issues.</p> <p>The Company has a Continuous Disclosure and Shareholders Communication Policy that outlines the processes followed by the Company to ensure communications with Shareholders and the community is effective, consistent and adheres to the principles of continuous disclosure. A copy of the Continuous Disclosure and Shareholders Communication Policy is available on the Company's website.</p> <p>The Company communicates with Shareholders:</p> <ul style="list-style-type: none"> • following admission to ASX, through releases to the market via the ASX;

		<ul style="list-style-type: none"> • through the Company’s website; • through information provided directly to Shareholders; and • at general meetings.
Recommendation 6.3 – Disclosure of policies and procedures in place to facilitate and encourage participation at meetings of shareholders	Complies	<p>The Company permits Shareholders to cast their proxies prior to a general meeting if they are unable to attend. In addition, the Company affords Shareholders who are not able to attend an Annual General Meeting and exercise their right to ask questions about, or make comments on, the management of the Company, the opportunity to provide questions or comments ahead of the meeting. Where appropriate, the Company will answer these questions at the meeting, either by being read out and then responded to at the meeting or by providing a written answer at the meeting.</p> <p>The Company will ensure that appropriate technology is utilised to facilitate participation of Shareholders via the use of webcasting, multiple venues linked by live telecommunications and by the use of hybrid meetings that allow Shareholders to attend and vote in person, online or by proxy.</p>
Recommendation 6.4 – Substantive resolutions to be decided by poll	Complies/Will Comply	The Company decides substantive resolutions by poll.
Recommendation 6.5 – Shareholders have the option to receive communications from and send communications to the Company and its share registry electronically	Complies	Shareholders are encouraged to communicate with the Company electronically, including via the “contact us” facility on the Company website and receiving forms and documents electronically or accessing material directly from the Company’s website.
Recommendation 7.1 –Appointment of a risk management committee	Partially Complies/Will Comply	<p>The Company has combined their audit and risk management committees. The Company’s Audit and Risk Management Committee Charter states that the committee must have a minimum of 3 members and be of sufficient size, independence and technical expertise to discharge its role.</p> <p>The Company does not have an audit and risk management committee as the Board considers the Company will not currently benefit from its establishment. The Board carries out the duties that would ordinarily be carried out by the audit and risk management committee under the Audit and Risk Management Committee Charter including the following processes to independently verify the integrity of the Company’s periodic reports which are not audited or reviewed by an external auditor, as well as the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p>

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- (i) the Board devotes time at Board meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors; and
 - (ii) all members of the Board are involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting.

The Audit and Risk Management Committee Charter can be found on the Company's website.

Recommendation 7.2 – Review of the Company's risk management framework annually

Complies/Will Comply

The Audit and Risk Management Committee Charter requires the committee to at least annually undertake a structured review of the risk management framework of the Company to satisfy itself it continues to be sound and that the Company is operating within the risk appetite set by the Board.

The Company intends to disclose on an annual basis, the number of meetings of that committee and attendance by individual members.

Recommendation 7.3 – Internal audit function

Partially Complies/Will Comply

The Company does not currently have an internal audit function.

The Managing Director/CEO is charged with evaluating and considering improvements to the Company's risk management and internal control processes on an ongoing basis.

The Board considers that an internal audit function is not currently necessary given the current size and scope of the Company's operations.

The Company is committed to understanding and managing risk and to establishing an organisational culture that ensures risk management is included in all activities, decision making and business processes. The Board is responsible for satisfying itself annually, or more frequently as required, that management has developed and implemented a sound system of risk management and internal control.

Detailed work on this task is delegated to the audit and risk management committee (which is currently conducted by the full Board). The Audit and Risk Management Committee's Charter can be accessed on the Company's website.

The Board's collective experience will enable accurate identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board meetings.

		<p>The Company will develop a strategic risk register identifying and ranking the main strategic risks facing the Company and provides an explanation as to how those risks are managed. The Board reviews this register on a regular basis.</p>
<p>Recommendation 7.4 – Material exposure to economic, environmental and social sustainable risks</p>	<p>Complies/Will Comply</p>	<p>The Company’s Audit and Risk Management Committee Charter requires the audit and risk management committee (which is currently conducted by the full Board) to assist management in determining whether the Company has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>
<p>Recommendation 8.1 – Appointment of a Remuneration Committee</p>	<p>Partially Complies/Will Comply</p>	<p>The Company has combined the remuneration and nomination committee. The Company’s Remuneration and Nomination Committee Charter states that the committee must have at least three members and be of sufficient size, independence and technical expertise to discharge its role.</p> <p>The committee’s members are:</p> <ul style="list-style-type: none"> (d) Art Malone (chair); (e) Steven Kovac; and (f) Stuart McClure. <p>The majority of members are not independent. However, the committee is comprised of all non-executive Directors and the chair of the committee is independent. Due to the early stage of development and small size of the Company, the Board considers that the composition of the committee adequately allows for objective and unbiased judgement.</p> <p>The Remuneration and Nomination Committee Charter can be found on the Company’s website.</p> <p>The Company intends to disclose on an annual basis, the number of meetings of that committee and attendance by individual members.</p>
<p>Recommendation 8.2 - Disclosure of policies and practices regarding remuneration of non-executive Directors and remuneration of executive Directors and other Senior Executives</p>	<p>Complies</p>	<p>The Company’s policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives is set out in the Remuneration and Nomination Committee Charter.</p> <p>The Remuneration and Nomination Committee Charter can be found on the Company’s website.</p>

Recommendation 8.3 – Transactions which limit the economic risk of participating in the Company’s equity-based remuneration scheme

Complies

The Company has an Employee Incentive Plan (**‘Plan’**) which is governed by the Employee Incentive Plan Rules. These rules set out that a participant must not enter any arrangement that would affect their economic exposure to any securities issued under the Plan.

The Company’s Securities Trading Policy also prohibits Directors and key management personnel from engaging in short-term trading of the Company’s securities.

A copy of the Company’s Securities Trading Policy can be found on the Company’s website.

Endorsement

The Company is committed to this document and to its implementation.

This document was adopted on 11 July 2023.

Definitions

In this document:

ASX means ASX Limited ACN 008 624 691 or the securities exchange operated by it as the case requires).

Board means the Board of the Company.

Chair means the Director of the Company appointed as the chairperson of the Board from time to time.

CFO means the chief financial officer or equivalent officer (by whatever title known) of the Company.

Company means Critical Minerals Group Limited ACN 652 994 726.

Company Secretary means the person appointed company secretary of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a Director of the Company.

Listing Rules means the listing rules of ASX.

Managing Director/CEO means the managing Director (or if there is no managing Director, the CEO) or equivalent officer (by whatever title known) of the Company.

Shareholders means shareholders of the Company.

Recommendation means a recommendation of the ASX Corporate Governance Council contained in the Corporate Governance Principles and Recommendations (fourth edition).
