Cosmo Metals Limited

ACN 653 132 828

Corporate Governance Statement

ASX Principle and Recommendation	Compliance	Commentary	
Principle 1: Lay solid foundations for management and oversight			
Recommendation 1.1 A listed entity should have and disclose a board charter setting out:		The Board has adopted a Board Charter which discloses the roles and responsibilities of the Board and senior management.	
 the respective roles and responsibilities of its board and management; and those matters expressly reserved to the board and those delegated to management. 		Under the Board Charter, the Board is responsible for the overall operation and stewardship of Cosmo Metals and, in particular, for the long-term growth and profitability of Cosmo Metals, the strategies, policies and financial objectives of Cosmo Metals and for monitoring the implementation of those policies, strategies and financial objectives.	
		A copy of Cosmo Metals' Board Charter is available on the Company's website:	
		www.cosmometals.com.au/who-we-are/corporate-governance	
Recommendation 1.2 A listed entity should: undertake appropriate checks before appointing a director or senior executive or putting someone forward 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.	Yes	Cosmo Metals will conduct specific checks of candidates prior to their appointment or nomination for election by Shareholders. This includes good fame and character requirements for Directors, the Managing Director (chief executive officer) (CEO) and the Chief Financial Officer (CFO) and CFO in accordance with Listing Rule 1.1 condition 20. Cosmo Metals will include in its notices of meeting a brief biography of each Director who stands for election or re-election. The biography will set out the relevant qualifications and professional experience of the nominated Director for consideration by Shareholders. This information will also be included on Cosmo Metals' website: www.cosmometals.com.au/who-we-are/board-management	
Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Cosmo Metals engages or employs its Directors and other senior executives under written agreements setting out key terms and otherwise governing their engagement or employment by Cosmo Metals. The CEO is employed pursuant to a written employment agreement with Cosmo Metals and each Non-Executive Director is engaged under a letter of appointment.	

ASX Principle and Recommendation Compliance Commentary **Recommendation 1.4** Yes The Company Secretary reports directly and is accountable to the Board in relation to all The company secretary of a listed entity governance matters. should be accountable directly to the board, through the chair, on all matters The Company Secretary advises and supports to do with the proper functioning of the the Board members on general governance board. matters, implements adopted governance procedures and coordinates circulation of meeting agendas and papers. **Recommendation 1.5** Partially (a) The Company has adopted a Diversity Policy which provides a framework for the A listed entity should: Company to establish, achieve and measure diversity objectives, including in respect of have and disclose a diversity policy; gender diversity. The Diversity Policy is through its board or a committee of available, as part of the Corporate the board set measurable objectives Governance Plan, on the Company's website: for achieving gender diversity in the composition of its board, senior www.cosmometals.com.au/who-weare/corporate-governance executives and workforce generally; (b) The Diversity Policy allows the Board to set measurable gender diversity objectives, if disclose in relation to each reporting considered appropriate, and to continually period: objectives and the monitor both the the measurable objectives set Company's progress in achieving them. for that period to achieve gender (c) Disclosure of measureable objectives. diversity: progress and respective proportions will be the entity's progress towards disclosed in the Annual Report each year. achieving those objectives; and The Board does not presently intend to set measurable gender diversity objectives because it has only recently been formed and i. the respective proportions of will consider the establishment of objectives men and women on the for achieving gender diversity as the Company board, in senior executive develops and its circumstances change. The positions and across the Board will monitor the extent to which the level whole workforce (including of diversity within the Company is appropriate how the entity has defined on an ongoing basis and periodically "senior executive" for these considers measure to improve it. purposes): or ii. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent Equality "Gender Indicators", as defined in and published under that Act. **Recommendation 1.6** Yes The performance of the Board is evaluated on an ongoing basis by the Board to ensure A listed entity should: alignment with Cosmo Metals' corporate objectives. have and disclose a process for periodically evaluating the In particular, the evaluation of the Board is performance of the board, its overseen by the Chairman. The review committees and individual directors;

disclose for each reporting period whether a performance evaluation

and

process for committees is undertaken by way

of feedback from the Board.

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has been undertaken in accordance with that process during or in respect of that period.		Cosmo Metals will disclose if a performance evaluation has been conducted for each reporting period.
Recommendation 1.7	Yes The performance of senior	The performance of senior executives is
A listed entity should:		evaluated on an ongoing basis to ensure alignment with Cosmo Metals' corporate
• have and disclose a process for		objectives.
evaluating the performance of its senior executives at least once every reporting period; and		Cosmo Metals will disclose if a performance evaluation has been conducted for each reporting period.
 disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 		

Principle 2: Structure the board to be effective and add value

Recommendation 2.1

The board of a listed entity should

- have a nomination committee which:
 - has at least three members, a majority of whom are independent directors; and
 - is chaired by an independent director.

and disclose:

- o the charter of the committee;
- the members of the committee; and
- 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
- 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.

Yes Cosmo Metals does not have a separately established nomination committee of the Board.

The Board itself is responsible for ensuring that the Board comprises of individuals who are best able to discharge their responsibilities, with regard to the law and the highest standard of governance. This responsibility is set out in the Company's Remuneration Policy, which has been approved by the Board and is available on the Company's website:

www.cosmometals.com.au/who-we-are/corporate-governance

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Recommendation 2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in	No	Cosmo Metals believes that the Board has the appropriate mix of skills to be effective in discharging its responsibilities of good corporate and oversight for the Company and its shareholders.
its membership.		The Board currently comprises four Directors from diverse backgrounds with a range of business experience, skills and attributes.
		No specific skills matrix is currently prepare and disclosed as the Company does not believe its current size and scale warrants that level of detail.
Recommendation 2.3 A listed entity should disclose: • the names of the directors	Yes	Disclosure of the names of Directors considered by the Board to be independent will be provided in the annual report.
 the names of the directors considered by the board to be independent directors; 		The current independent Directors are: Peter Bird, Non-Executive Chairman; and
if a director has an interest, position, association 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, association or relationship in question and an explanation of why the board is of that opinion; and		Ziggy Lubieniecki, Non-Executive Director. Details of the Directors' interests, positions, associations and relationships are disclosed in the Company's 2023 Annual Report.
the length of service of each director.		
Recommendation 2.4 A majority of the board of a listed entity	No	The Board is not comprised of a majority of independent directors.
should be independent directors.		Two of the Company's 4 Directors are independent directors.
Recommendation 2.5	Yes	The Chairman is an independent director and
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.		is not the CEO.
Recommendation 2.6	Yes	Cosmo Metals has a process to induct and
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.		educate new Directors about the nature of Cosmo Metals' business, current issues, the corporate strategy and the expectations of the Company concerning the performance of Directors. Directors may visit all operations and meet with management to gain a better understanding of the business. Directors are given access to continuing education opportunities to update and enhance their skills and knowledge.

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Principle 3: Instil a cultur	re of acting law	fully, ethically and responsibly
Recommendation 3.1	Yes	Cosmo Metals' values are artic

A listed entity should an

A listed entity should articulate and disclose its values.

Cosmo Metals' values are articulated in its Statement of Values.

Cosmo Metals is committed to instilling and continually reinforcing a culture across the organisation of acting lawfully, ethically and responsibly. This is encapsulated in Cosmo Metals' Code of Conduct, which apply to Directors and the employees of Cosmo Metals and where relevant and to the extent possible, consultants, secondees and contractors of Cosmo Metals.

The Company's Statement of Values and Code of Conduct are available on its website:

www.cosmometals.com.au/who-we-are/corporate-governance

Recommendation 3.2

A listed entity should:

- have and disclose a code of conduct for its directors, senior executives and employees; and
- ensure that the board or a committee of the board is informed of any material breaches of that code.

Yes

Cosmo Metals has established a Code of Conduct which sets out the standards with which the Directors and employees of Cosmo Metals and where relevant and to the extent possible, consultants, secondees and contractors of Cosmo Metals, are expected to comply in relation to the affairs of Cosmo Metals' business.

In accordance with Cosmo Metals' Board Charter, any and all material or suspected breaches of the Code of Conduct Policy will be reported to the Board or a relevant committee of the Board upon identification.

Recommendation 3.3

A listed entity should:

- have and disclose a whistleblower policy; and
- ensure that the board or committee of the board is informed of any material incidents reported under that policy.

Yes

Cosmo Metals has a Whistleblower Policy. The Whistleblower Policy is available on its website:

www.cosmometals.com.au/who-we-are/corporate-governance

In accordance with Cosmo Metals' Board Charter, any and all material or suspected breaches of the Whistleblower Policy will be reported to the Board or a relevant committee of the Board upon identification.

Recommendation 3.4

A listed entity should:

- have and disclose an anti-bribery and corruption policy; and
- ensure that the board or a committee of the board is informed of any material breaches of that policy.

Yes

Cosmo Metals has an Anti-bribery and Corruption Policy. The Anti-bribery and Corruption Policy is available on its website:

www.cosmometals.com.au/who-we-are/corporate-governance

In accordance with Cosmo Metals' Board Charter, any and all material or suspected breaches of the Anti-bribery and Corruption Policy will be reported to the Board or a relevant committee of the Board upon identification.

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Principle 4: Safeguard the integrity of corporate reports

Recommendation 4.1

The board of a listed entity should:

- have an audit committee which:
 - has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and
 - is chaired by an independent director, who is not the chair of the board,
- and disclose:
 - the charter of the committee;
 - the relevant qualifications and experience of the members of the committee; and
 - 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
- 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.

Recommendation 4.2

The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Yes

Cosmo Metals has a joint Audit and Risk Management Committee which is responsible for overseeing the integrity of the Company's statutory financial reporting, reviewing the independence and performance of the external auditor, approving external audit fees and responsible for Risk and Compliance review activities.

The Audit and Risk Committee is comprised of:

- Peter Bird, Non-Executive Chairman; an independent Director;
- Ziggy Lubieniecki, Non-Executive Director; an independent Director; and
- Andrew Paterson, Non-Executive Director, not an independent Director.

A majority of the committee comprises nonexecutive Directors who are independent Directors, and the committee is chaired by an independent Director.

The Audit and Risk Management Committee's Terms of Reference have been approved by the Board and is available on the Company's website:

www.cosmometals.com.au/who-we-are/corporate-governance

The Company will report periodically on the number of times the Audit and Risk Management Committee met throughout the period and the individual attendances of the members at those meetings.

Yes

Cosmo Metals will obtain declarations from its CEO and CFO before its financial statements are approved substantially in the form referred to in Recommendation 4.2.

The Company Secretary of Cosmo Metals is acting as CFO.

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Recommendation 4.3 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	Yes	Cosmo Metals will disclose the process used to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor on its website:
reviewed by an external auditor.		www.cosmometals.com.au/who-we- are/corporate-governance
Principle 5: Ma	ike timely and	balanced disclosure
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the listing rule 3.1.	Yes	The Board has adopted a Continuous
		Disclosure Policy. Cosmo Metals is subject to the continuous disclosure requirements of Chapter 3 of the Listing Rules and section 674 of the Corporations Act.
		Cosmo Metals is committed to observing its disclosure obligations under the Corporations Act and its obligations under the Listing Rules. All announcements provided to ASX will comply with Chapter 5 of the Listing Rules and will be posted on Cosmo Metals' website:
		www.cosmometals.com.au/investor- centre/asx-announcements/
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	Cosmo Metals confirms that its Board does receive copies of all material market announcements promptly after they have been made.
Recommendation 5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of presentation material on the ASX Market Announcements Platform ahead of the presentation.	Yes	Cosmo Metals will release a copy of presentation materials on the ASX Market Announcements Platform prior to any presentations made. All presentation materials provided to the ASX will be posted on Cosmo Metals website: www.cosmometals.com.au/investor-centre/presentations/
Principle 6: Re	spect the right	s of security holders
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information about Cosmo Metals, including its corporate governance and copies of its various corporate governance policies and charters, is available on Cosmo Metals' website: www.cosmometals.com.au/who-we-are/corporate-governance
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Board has adopted a Communications Policy, the purpose of which is to ensure Cosmo Metals: • provides timely and accurate information equally to all Shareholders and market participants regarding the Company

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including its financial situation, performance, ownership, strategies, activities and governance; and

 adopts channels for disseminating information that are fair, timely and cost efficient.

Cosmo Metals will communicate with its Shareholders:

- following admission to ASX, through releases to the market via the ASX;
- through Cosmo Metals' website;
- through information provided directly to Shareholders; and
- via general meetings.

Recommendation 6.3

A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

Cosmo Metals supports Shareholder participation in general meetings and will seek to provide appropriate mechanisms for such participation, including by ensuring that

participation, including by ensuring that meetings are held at convenient times and places to encourage Shareholder participation.

In preparing for general meetings of Cosmo Metals, Cosmo Metals will draft the notice of meeting and related explanatory information so that they provide all of the information that is relevant to Shareholders in making decisions on matters to be voted on by them at the meeting. This information will be presented clearly and concisely so that it is easy to understand and not ambiguous.

Cosmo Metals will use general meetings as a tool to effectively communicate with Shareholders and allow Shareholders a reasonable opportunity to ask questions and to otherwise participate in the meeting.

Mechanisms for encouraging and facilitating Shareholder participation will be reviewed regularly to encourage a high level of Shareholder participation.

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Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Chairman will call for a poll on all substantive resolutions at a meeting rather than voting by a show of hands.
		The Company's practice at general meetings is to read out and/or display the proxy votes received for each resolution, at the time of voting. This ensures that Shareholders present at the meeting are kept informed as to the level of support for each resolution.
		Cosmo Metals' Constitution provides a right for Shareholders to call for a poll on a resolution at a general meeting.
Recommendation 6.5 A listed entity should give security holders the option to receive communications from and send communications to, the entity and its security registry electronically.	Yes	Cosmo Metals considers that communicating with Shareholders by electronic means is an efficient way to distribute information in a timely and convenient manner.
		Shareholders have the option to receive communications from Cosmo Metals electronically and Cosmo Metals encourages them to do so.
Principle 7: Recognise and manage risk		

Principle 7: Recognise and manage risk

Recommendation 7.1

The board of a listed entity should:

- have a committee or committees to oversee risk, each of which:
 - has at least three members, a majority of whom are independent directors; and
 - is chaired by an independent director,

and disclose:

- the charter of the committee:
- the members of the committee; and
- 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
- if it does not have a Risk Management Committee committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

Yes Cosmo Metals' Audit and Risk Management Committee is responsible for overseeing risk management of the Company.

> Refer to Principle 4 above for details on the composition of the committee and disclosures the Company will make.

> The Audit and Risk Management Committee will be guided by the Risk Management Policy for Cosmo Metals. The purpose of the Policy

- appropriate systems are in place to identify to the extent reasonably practicable all material risks that may impact on Cosmo Metals' business;
- the financial impact of identified risks is understood and appropriate internal control systems are in place to limit Cosmo Metals' exposure to such risks;
- appropriate responsibilities are delegated to control the identified risks effectively; and
- any material changes to Cosmo Metals' risk profile are disclosed in accordance Metals' Continuous with Cosmo Disclosure Policy.

Further, the Audit and Risk Management Committee (as delegated by the Board) is also responsible under the Risk Management Policy for the management and internal control of the processes by which risk is

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		considered for both ongoing operations and prospective actions.
Recommendation 7.2 The board or a committee of the board should:	Yes	The Board is responsible for risk oversight and the management and internal control of the processes by which risk is considered, for both ongoing operations and prospective actions.
 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 		The Board will review Cosmo Metals' risk management framework on an annual basis to ensure Cosmo Metals' risk management framework continues to be effective.
appetite set by the board; and		Disclosure of the outcome of the annual risk management review will be included in the
 disclose, in relation to each reporting period, whether such a review has taken place. 		annual report.
Recommendation 7.3	Yes	Cosmo Metals does not have an internal audit function at this stage. The Board considers
A listed entity should disclose:		that, given the current size and scope of
 if it has an internal audit function, how the function is structured and 		Cosmo Metals' operations, an internal audit function is not necessary.
 what role it performs; or 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. 		The Board as a whole oversees the effectiveness of risk management and internal control processes.
		Further detail of the processes the Company employs for evaluating and continually improving the effectiveness of its risk management and internal control processes are set out in Cosmo Metals' Risk Management Policy, which is available on Cosmo Metals' website:
		www.cosmometals.com.au/who-we-are/corporate-governance
		The Board intends to reconsider the requirement for and benefits of, an internal audit function as Cosmo Metals' operations grow and evolve.
Recommendation 7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	Cosmo Metals' primary activity is mineral exploration in Western Australia. These activities expose Cosmo Metals to operational, economic, environmental and social sustainability risks similar to those faced by all other participants in the mining and exploration industries in Western Australia.

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Principle 8: Remunerate fairly and responsibly

Recommendation 8.1

The board of a listed entity should:

- have a remuneration committee which:
 - has at least three members, a majority of whom are independent directors; and
 - is chaired by an independent director,

and disclose:

- o the charter of the committee;
- the members of the committee; and
- 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
- 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.

Yes

Cosmo Metals' does not have a remuneration committee. The Board itself is responsible for approving Cosmo Metals' remuneration policies and framework from time to time (currently the Remuneration Policy) and determining whether the remuneration and conditions of service of senior executives are appropriate and consistent with the approved remuneration policies and framework.

Cosmo Metals' Remuneration Policy sets out the current processes the Committee employs for setting the level and composition of remuneration for directors and senior executives and that ensuring such remuneration is appropriate and not excessive. The Policy is available on the Cosmo Metals' website:

www.cosmometals.com.au/who-we-are/corporate-governance

Cosmo Metals will set out the remuneration paid or provided to Directors and senior executives annually in the remuneration report contained within Cosmo Metals' annual report to Shareholders.

Recommendation 8.2

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.

Yes

Cosmo Metals' policies and practices regarding the remuneration of Non-Executive Directors and senior executives are set out in Cosmo Metals' Remuneration Policy. This Policy is available on the Cosmo Metals' website:

www.cosmometals.com.au/who-we-are/corporate-governance

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Recommendation 8.3	Yes	Cosmo Metals' Remuneration Policy provides that no Director or member of senior
A listed entity which has an equity- based remuneration scheme should:		management (including any employee who is a restricted employee under the Cosmo
 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 		Metals' Securities Trading Policy) who participates in an equity-based remuneration scheme established by Cosmo Metals may enter into any transaction designed to limit the economic risk of participating in the equity based remuneration scheme.
• disclose that policy or a summary of it.		Cosmo Metals' Remuneration Policy is available on the Cosmo Metals' website:
		www.cosmometals.com.au/who-we-are/corporate-governance

Corporate Governance Statement as at 30 June 2023 Approved by the Board on: 22 September 2023