

Tietto Minerals Limited - Corporate Governance Statement

ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations – 4th edition*
For the year ended 30 June 2022 and approved by the Board

The Company is committed to high standards of corporate governance designed to enable the Company to meet its performance objectives and better manage its risks.

The Company has adopted a comprehensive governance framework in the form of a formal corporate governance charter together with associated policies, protocols and related instruments.

A full copy of the Company's corporate governance charter and associated policies, protocols and related instruments is available on the Company's website under its "Corporate Governance" heading – <https://www.tietto.com/corporate/corporate-governance/>

The Company intends to follow the ASX CGC P&R in all respects other than as specifically provided below.

In particular, each of the recommendations of the ASX CGC P&R which will not be followed by the Company and the reasons why they respectively will not be followed, are set out below. The independent directors of the Company are Hanjing Xu and Paul Kitto. When determining the independent status of a Director the Board used the Guidelines detailed in the ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations.

Recommendation	Current Practice
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.	Satisfied. See Board Charter in the corporate governance section of website. Information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management) is found under the Board Charter. Satisfied. The functions reserved for the Board and delegated to senior executives have been established and are further disclosed in the annual report.
1.2 A listed entity should: a. Undertake appropriate checks before appointing a director or senior executive, or putting forward to security holders a candidate 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	Satisfied. Appropriate checks have been undertaken and material information provided to security holders with regards election of directors. The appointment of directors is currently undertaken by the full Board under the guidance of the Nomination Committee charter. The function of the Nomination Committee is to identify and recommend candidates to fill vacancies and to determine the appropriateness of director nominees for election to the Board. The Board recognises the benefits arising from diversity and aims to promote an environment conducive to the appointment of well qualified Board candidates so that there is appropriate diversity to maximise the achievement of corporate goals. As required under the ASX Listing rules and the Corporations Act, election or re-election of directors is a resolution put to members at each Annual General meeting. The notice of meeting contains all material information relevant to a decision on whether or not to elect or re-elect a director.
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Satisfied. Agreements are in place.
1.4 The company secretary of a listed entity should be accountable directly to the board, through the	Satisfied. This practice is in place.

chair, on all matters to do with proper functioning of the board.

1.5	A listed entity should: a. Have and disclose a diversity policy; b. Through its board or a committee of the board, set measurable objectives for achieving gender diversity in the composition of the board, senior executives and workforce generally; c. Disclose in relation to each reporting period 1. The measurable objectives set for that period to achieve gender diversity; 2. The entity's progress towards achieving these objectives; and 3. The respective proportions of men and women on the board, in senior executive positions and across the whole workforce.	<p>Satisfied. The company has a Diversity policy which can be found on its website under the Corporate Governance section.</p> <p>The Company recognises that a diverse and talented workforce is a competitive advantage and that the Company's success is the result of the quality and skills of our people. The Company's policy is to recruit and manage on the basis of qualification for the position and performance, regardless of gender, age, nationality, race, religious beliefs, cultural background, sexuality or physical ability. It is essential that the Company employs the appropriate person for each job and that each person strives for a high level of performance.</p> <p>To drive diversity and inclusion within the Company, the Board has set the following objectives: To increase the percentage of women in the business and more specifically, in leadership roles, and actively promote a culture that values diversity, inclusion and flexibility.</p> <p>There are presently two women senior executives within the Company and there are no women Board members. Approximately 11% of all employees are represented by women.</p>
1.6	A listed entity should: a. Have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and b. Disclose whether performance evaluations were undertaken in accordance with that process for each reporting period.	<p>Satisfied, see process in corporate governance policies.</p> <p>Not satisfied. Process for Evaluating Board Performance is detailed in the Board Charter. The Board aims to review its performance and that of its committees and individual directors on an annual basis. Performance is reviewed against the Board Charter and any other Board responsibilities. Evaluation will have regard to, amongst other things, ensuring proper and effective management and performance of financial, operational and compliance indicators. During the reporting period no evaluation took place.</p>
1.7	A listed entity should: a. Have and disclose a process for evaluating the performance of senior management at least once every reporting period; and b. Disclose whether performance evaluations were undertaken in	<p>Satisfied, see process in corporate governance policies.</p> <p>Not satisfied. The assessments of executive performance takes place annually and are conducted by the Chairman and reported to the Remuneration Committee for consideration as part of any salary reviews, which in turn is recommended to the Board. In the context of undertaking comprehensive reviews of remuneration practices of the Company, the</p>

	accordance with the process.	historical performance of senior executives is taken into account against clear key performance indicators. No formal executive performance evaluations were conducted during the reporting period.
2.1	<p>A listed entity should have a nomination committee which:</p> <ul style="list-style-type: none"> - Consists of at least 3 members, a majority of whom are independent directors; - Is chaired by an independent director; <p>And disclose:</p> <ul style="list-style-type: none"> - The charter of the committee; - The members of the committee - The number of times the committee met and individual attendance at those meetings <p>If it does not have a nomination committee disclose that fact and the process it follows to address that role.</p>	<p>Not satisfied.</p> <p>Due to the relatively small size of the Company the board has not established a separate nomination committee as the role of the committee is undertaken by the full board.</p> <p>The Company's Nomination Committee Charter is available in the corporate government policies disclosed on the website.</p> <p>The committee did not meet during the period.</p> <p>Satisfied.</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the skills that the board currently has or is looking to achieve.	<p>Satisfied.</p> <p>Refer Schedule 1 of this document.</p>
2.3	<p>A listed entity should disclose:</p> <ul style="list-style-type: none"> - The names of the directors considered by the board to be independent directors and length of service. - If a director has an interest / association / relationship that meets the factors of assessing independence. 	<p>Satisfied.</p> <p>The Company considers Hanjing Xu and Paul Kitto independent directors. The length of service of each director is set out below as at September 2022:</p> <ul style="list-style-type: none"> -Caigen Wang: 12 years, 4 months. -Mark Strizek: 5 years, 2 months. -Francis Harper: 5 years, 2 months. -Hanjing Xu: 4 years, 1 month. -Paul Kitto: 3 years, 8 months.
2.4	A majority of the board should be independent directors.	<p>Not satisfied.</p> <p>Two Board members are considered independent directors and therefore the majority of the Board is not considered independent. Notwithstanding this apparent non-compliance, the Board is of the opinion that the objectives and current strategy of the Company are well served by retaining the current composition of the Board, irrespective of the Directors' degree of independence. A determination with respect to independence is made by the Board on an annual basis. In addition, the Directors are required on an ongoing basis to disclose relevant personal interests and conflicts of interest which in turn trigger a review of a director's independent status.</p>
2.5	<p>The chair should be an independent director.</p> <p>The roles of Chair and Chief Executive Officer should not be exercised by the same individual.</p>	<p>Not Satisfied. The Board's Chairman Mr Francis Harper is not considered an independent director but does not act as the CEO of the Company.</p> <p>Satisfied</p>

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 roles as directors effectively.	Satisfied. The Company provides induction material for any new directors and, depending on specific requirements, will provide appropriate professional development opportunities for directors.
3.1	A listed entity should articulate and disclose its Statement of Values.	Satisfied. The Statement of Values is available on the Company's website at the Corporate Governance Section.
3.2	A listed entity should: <ul style="list-style-type: none"> - Have and disclose a code of conduct for its directors, senior executives and employees; and - ensure that the Board is informed of any material breaches of that code. 	Satisfied. The Code of Conduct is available on the Company's website at the Corporate Governance Section.
3.3	A listed entity should: <ul style="list-style-type: none"> - have and disclose a Whistleblower Policy; and - ensure that the Board is informed of any material breaches of that policy. 	Satisfied. The Whistleblower Policy is available on the Company's website at the Corporate Governance Section.
3.4	A listed entity should: <ul style="list-style-type: none"> - have and disclose an Anti-Bribery and Corruption Policy; and - ensure that the Board is informed of any material breaches of that policy. 	Satisfied. The Anti-Bribery and Corruption Policy is available on the Company's website in the Corporate Governance Section.
4.1	The board of a listed entity should have an audit committee which: <ul style="list-style-type: none"> - 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 chair, who is not chair of the board. Disclose: <ul style="list-style-type: none"> - The charter of the committee; - The relevant member qualifications and experience; - The number of times the committee met and individual attendance at those meetings 	Not satisfied. The board has not established a separate audit committee as because of the size of the company, the role of the committee is undertaken by the full board. The full Board undertakes the duties that would otherwise fall to such a committee. The Company is small, has a five-person board and a tight management structure. The Company does not perceive that the gains to be derived through the operation of a formal committee structure in the manner contemplated by the Principles and Recommendations can be cost justified. The Audit Committee Charter is available on the Company's website in the Corporate Governance Section. The relevant member qualifications for each member are reported in the Annual Report. The audit committee, comprising the full board met once during the Period. The Company will review the need to form this committee as it develops. The Company has established procedures for the selection, appointment and rotation of its external auditor. The Board was responsible for the initial appointment of the external auditor and continues to be responsible for the appointment of a new external auditor when the vacancy arises. Candidates for the position must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances.

	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.	Satisfied.
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.	Satisfied.
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/reviewed by an external auditor	Satisfied. Continuous Disclosure Policy is available on the Company's website in the Corporate Governance Section.
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Satisfied. Continuous Disclosure Policy is available on the Company's website in the Corporate Governance Section.
5.2	A listed entity should: ensure that its board receives copies of all material market announcements promptly after they have been made.	Satisfied. Continuous Disclosure Policy is available on the Company's website in the Corporate Governance Section.
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 announcement platform ahead of the presentation.	Satisfied. Continuous Disclosure Policy is available on the Company's website in the Corporate Governance Section.
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Satisfied. See the Company's website including the Corporate Governance Section. The Company's website provides information on the Company including its background, objectives, projects and contact details. The Corporate Governance page provides access

		to key policies, procedures and charters of the Company, such as the Board and Committee charters, securities trading policy, diversity policy and the latest Corporate Governance Statement.
		ASX announcements, Company reports and presentations are uploaded to the website following release to the ASX and editorial content is updated on a regular basis.
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Satisfied. See the Company's website in the Corporate Governance Section. The Company encourages security holders to attend and participate in general meetings and makes itself available to meet investors and regularly responds to telephone or email enquiries from investors.
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Satisfied. See Shareholder Communication Policy on the Company's website in the Corporate Governance Section. The Company encourages shareholders to attend all general meetings of the Company and sets the time and place of each meeting to promote maximum attendance by Shareholders. The Company encourages Shareholders to submit questions in advance of a general meeting, and for the responses to these questions to be addressed through disclosure relating to that meeting.
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by poll rather than by a show of hands.	Satisfied.
6.5	A listed entity should give security holders the option to receive communications from, and send communication to, the entity and its security registry electronically.	Satisfied. See welcome pack to investors. It is the Company's desire that shareholders receive communications electronically in the interests of the environment and constraining costs. In an endeavour to drive this objective the Company has a policy of providing hard materials at cost (which will generally involve a black & white presentation even where the electronic version is full colour).
7.1	The board of a listed entity should have a committee to oversee risk, which: <ul style="list-style-type: none"> - Has at least three members, a majority of whom are independent directors; and - Is chaired by an independent director, Disclose: <ul style="list-style-type: none"> - The charter of the committee; - The members of the committee; and - The number of times the committee met and individual attendance at those meetings If it does not have a risk committee, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	Not satisfied The board has not established a separate risk committee as the role of the committee is undertaken by the full board. The Company has established policies for the oversight and management of material business risks. Under the policy, the Board is responsible for approving the Company's policies on risk oversight and management and satisfying itself that management has developed and implemented a sound system of risk management and internal control. The Company's Risk Management Policy is available on the Company's website in the Corporate Governance Section. No meeting of the risk committee was held during the Period. Satisfied.
7.2	The board or a committee of the board should: <ul style="list-style-type: none"> - Review the entity's risk management framework at least annually to satisfy itself 	Not satisfied. To be undertaken in future periods. The Company reviews its risk management framework bi-annually and this information is disclosed in the annual report.

	<p>that it continues to be sound; and that the entity is operating with due regard for the risk appetite set by the board;</p> <ul style="list-style-type: none"> - Disclose whether such a review has taken place. 	
7.3	<p>A listed entity should disclose:</p> <ul style="list-style-type: none"> - If has an internal audit function, how the function is structured and what role it performs; - If it does not have an internal audit function, disclose that fact and the process it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes. 	<p>Not satisfied. The entity does not have an internal audit function. The function is undertaken by the Board.</p> <p>Due to the size of the Company, the Board does not consider it necessary at this time, to formally conduct an internal audit function. The Board continually monitors the risk management and internal control processes adopted by the Company to ensure they are appropriate to the operations of the Company's group structure. The Board is satisfied with the current level of risk, risk management and control monitoring within the Company.</p> <p>The Risk Management Policy is available on the Company's website in the Corporate Governance Section.</p>
7.4	<p>The entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks, and if it does, how it manages those risks.</p>	<p>The Company is subject to, and responsible for, existing environmental liabilities associated with its tenements. The Company will continually monitor its ongoing environmental obligations and risks, and implement rehabilitation and corrective actions as appropriate to remain compliant. These risks may be impacted by change in Government policy.</p> <p>The Company does not believe it has any significant exposure to economic and social sustainability risks at this stage.</p>
8.1	<p>The board of a listed entity should:</p> <ul style="list-style-type: none"> - 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 <p>Disclose:</p> <ul style="list-style-type: none"> - The charter of the committee; - The members of the committee; and - The number of times the committee met and individual attendance at those meetings <p>If it does not have a remuneration committee disclose that fact and the process it follows to address that role.</p>	<p>Not Satisfied.</p> <p>The Company has not established a separate Remuneration Committee. The full Board undertakes, on an ad-hoc unstructured basis, the duties which normally would be performed by such a committee. The Company does however have a formal Remuneration Committee policy but due to its size and limited resources, this policy is not being implemented.</p> <p>The level and composition of remuneration for directors and senior executives is readily determined by what would normally be paid to incumbents in similar sized companies.</p> <p>The Remuneration Committee Charter is available on the Company's website in the Corporate Governance Section.</p> <p>No meeting of the Remuneration Committee was undertaken during the period.</p> <p>Satisfied.</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>Satisfied.</p> <p>The structure of Directors' remuneration is disclosed in the remuneration report section of the annual report.</p>

8.3 A listed entity which has an equity-based remuneration scheme should: <ul style="list-style-type: none">- Have a policy on whether participants are permitted to enter into transactions which limit the economic risk of participating in the scheme;- Disclose that policy or a summary of it.	The Company does have an equity-based remuneration scheme. The Company's equity-based remuneration scheme is governed by the Tietto Minerals Long Term Incentive Plan. Whilst the Company's Securities Trading Policy sets out the circumstances in which the Company's directors, executives, employees, contractors, consultants and advisors are prohibited from dealing in the Company's securities, there is no specific policy guidance on whether participants in an equity-based remuneration scheme are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.
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Further information about the Company's corporate governance practices is set out on the Company's website at <https://www.tietto.com/corporate/corporate-governance/>

BOARD SKILLS MATRIX

As at 30.09.2022

KEY: 3 = developed skills/experience
 2 = some skills/experience
 1 = limited skills/experience

#	SKILL/ATTRIBUTE/EXPERIENCE/KNOWLEDGE	DIRECTOR					Board
		FH	CW	MS	PK	HX	Average
	Independent (Y/N)	Y	N	N	Y	Y	3/5
	Gender (M/F)	M	M	M	M	M	-
1.	Industry Knowledge	3	3	3	3	2	2.80
2.	Technical – Geology and Exploration Experience	1	2	3	3	1	2.00
3.	Technical – Mining and Production Experience	1	2	3	2	1	1.80
4.	Information technology (security)	1	1	2	2	1	1.40
5.	CEO/senior executive and management corporate experience	3	2	3	3	3	2.80
6.	Finance/accounting	2	1	2	2	1	1.60
7.	Capital Markets and Capital Project Dealings	3	2	3	3	2	2.60
8.	Governance/regulatory/legal	2	2	3	3	3	2.60
9.	Strategy Development	3	3	3	3	3	3.00
10.	Risk Management	2	2	3	3	2	2.40
11.	PR, communications, marketing	2	2	2	3	3	2.40
12.	Digital and IT and management systems generally	1	1	3	2	1	1.60
13.	Chair experience	3	1	2	1	1	1.60
14.	HR management/remuneration	1	2	2	3	1	1.80
15.	International business dealings	3	2	3	3	2	2.60
16.	Business and political networks	2	2	3	2	2	2.20
17.	Corporate/M&A	3	2	3	3	1	2.40
18.	Knowledge of Environmental, Climate, Social and Sustainability Issues	1	2	3	3	2	2.20