



ABN: 98 153 219 848

15 McCabe St  
North Fremantle WA 6159  
T: +08 9389 8880

[www.newfieldresources.com.au](http://www.newfieldresources.com.au)

## ASX Announcement

30 September 2022

### 2022 Corporate Governance Statement and Appendix 4G

Newfield Resources Limited (**Newfield** or **Company**) (ASX: **NWF**) hereby provides, in accordance with Listing Rule 4.7 and 4.10.3, a copy of the Company's 2022 Corporate Governance Statement and Appendix 4G.

**AUTHORISED BY  
THE BOARD OF DIRECTORS**

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# NEWFIELD

RESOURCES LIMITED

ABN 98 153 219 848

## **CORPORATE GOVERNANCE STATEMENT**

**For the year ended 30 June 2022**

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The Board of Directors is responsible for the overall corporate governance of Newfield Resources Limited (**Newfield** or **Company**) and its subsidiaries (**Group**). The Board monitors the operational and financial position as well as the performance of the Group and oversees its business strategy, including approving the strategic goals of the Group. The Board and Management of the Company recognise their duties and obligations to shareholders and other stakeholders to implement and maintain a robust system of corporate governance throughout the Group. The Company believes that the adoption of good corporate governance practices adds value to stakeholders and enhances investor confidence. Accordingly, the Board has adopted a framework for managing the Company, including establishing corporate governance policies and practices, which it believes are appropriate for the Company's business and which are designed to promote the responsible management and conduct of the Group.

This Corporate Governance Statement (**Statement**) sets out a description of the main policies and practices adopted by the Company. In addition, many governance elements are contained in the Company's Constitution. Details of the Company's key policies and practices and the charters for the Board and each of its committees are available on the Company's website: <https://newfieldresources.com.au/about-newfield/corporate-governance/>.

The ASX Corporate Governance Council has developed and released its Corporate Governance Principles and Recommendations (4<sup>th</sup> Edition) for listed entities (**Recommendations**) in order to promote investor confidence and to assist companies in meeting stakeholder expectations. The Recommendations serve as guidelines and are not prescriptive. However, under ASX Listing Rules, the Company is required to provide a statement disclosing the extent to which it has followed the Recommendations during the reporting period. Where the Company has not followed a Recommendation, it must separately identify that Recommendation and state the reasons for not following it, and what (if any) alternative governance practices have been adopted in lieu of the Recommendation.

This Statement is current as at 30 September 2022 and has been approved by the Board of Directors of Newfield.

#### PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

| Corporate Governance Recommendation |  | Followed                      |
|-------------------------------------|--|-------------------------------|
| 1.1                                 | A listed entity should disclose: <ul style="list-style-type: none"> <li>(a) the respective roles and responsibilities of its board and management; and</li> <li>(b) those matters expressly reserved to the board and those delegated to management.</li> </ul>  | Yes                           |
| 1.2                                 | A listed entity should: <ul style="list-style-type: none"> <li>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</li> <li>(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.</li> </ul>   | Yes                           |
| 1.3                                 | A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.  | Yes                           |
| 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.  | Yes                           |
| 1.5                                 | A listed entity should: <ul style="list-style-type: none"> <li>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</li> <li>(b) disclose that policy or a summary of it; and</li> <li>(c) disclose in relation to each reporting period:               <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either:</li> </ul> </li> </ul> | Partly – see commentary below |

|     |  |     |
|-----|--|-----|
|     | <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&amp;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> |     |
| 1.6 | <p>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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>   | Yes |
| 1.7 | <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>  | Yes |

### Board Charter

The Board is accountable to shareholders for the performance of the Group. The Board operates under the Board Charter that details its functions, responsibilities and powers and those delegated to Management.

On appointment, non-executive directors receive formal letters of appointment setting out the terms and conditions of appointment. The formal letter of appointment covers the matters referred to in the guidance and commentary for Recommendation 1.3. Executive directors are employed pursuant to employment agreements. The appointment of the company secretary is a matter for the Board.

Information on the skills, experience and qualifications of the directors and the company secretary can be found in the Directors’ Report of the FY22 Annual Report.

The Board Charter is available on the Company’s website.

### Board appointments

The Board has implemented a process of undertaking the appropriate checks for appointing a person or putting forward to shareholders a candidate for election as a director. The directors will provide a summary of all material information relevant to the decision to elect a director in the notice of meeting for each annual general meeting.

### Diversity Policy

The Board has established a Diversity Policy that sets out the Group’s aims and practices in relation to recognising and respecting diversity in employment. The policy reinforces the Group’s commitment to actively managing diversity as a means of enhancing the Group’s performance by recognising and utilising the contributions of diverse skills and talent from its employees.

The recruitment and selection processes adopted by the Company ensure that staff and Management are selected in a non-discriminatory manner based on merit. The Company respects and values the competitive advantage of diversity (which includes but is not limited to gender, age, disability, ethnicity, marital or family status religious or cultural background) and the benefit of its integration throughout the Company in order to improve corporate performance, increase shareholder value and maximise the probability of achievement of the Company’s goals.

However, the Company is at a variance with Recommendation 1.5 in that the Board has not set measurable objectives for achieving gender diversity for the past financial year. As at the date of this report, such objectives are in the process of being developed. As part of its ongoing governance responsibilities, the Board is currently evaluating its composition in terms of its members and their respective roles. In addition,

the Company is considering appointing suitably qualified women to the Board that have the requisite industry skills, experience and background, wherever possible.

A copy of the Diversity Policy is available on the Company's website.

The respective proportion of women and men in the Company as at 30 June 2022 is as follows:

|                          | Proportion of Females | Proportion of Males |
|--------------------------|-----------------------|---------------------|
| <b>Board</b>             | Nil                   | 100%                |
| <b>Senior Management</b> | Nil                   | 100%                |
| <b>Employees</b>         | 11%                   | 89%                 |

#### Evaluation of the performance of the Board, its committees and individual directors

The performance of the Board, its committees and individual directors is evaluated in accordance with the Performance Evaluation Process.

No reviews were conducted during the reporting period.

#### Evaluation of the performance of senior executives

The performance of senior executives is evaluated in accordance with the Performance Evaluation Process. No reviews were conducted during the reporting period.

The Performance Evaluation Process is available on the Company's website.

### PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

| Corporate Governance Recommendation |   | Followed                  |
|-------------------------------------|---|---------------------------|
| 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,</p> <p>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> | Yes                       |
| 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 its membership.   | No – see commentary below |
| 2.3                                 | <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) 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</p> <p>(c) the length of service of each director.</p>  | Yes                       |

|     |  |                           |
|-----|--|---------------------------|
| 2.4 | A majority of the board of a listed entity should be independent directors.  | Yes                       |
| 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.  | No – see commentary below |
| 2.6 | A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively. | Yes                       |

### Nomination and Remuneration Committee

The Company has established a Nomination and Remuneration Committee (**NRC**) in April 2022. The NRC is composed of 3 non-executive directors and is chaired by Jack Spencer-Cotton, an independent director. The NRC is governed by the NRC Charter which sets out the roles and responsibilities of the NRC.

The NRC Charter is available on the Company's website and the number of meetings held by the NRC can be found in the Directors' Report of the FY22 Annual Report.

### Composition of the Board

Following the resignation of an executive director, Michael Lynn, on 7 April 2022, the Board now consists of one executive director and three non-executive directors. Details of the skills, experience and expertise and the period of office held by each director are set out in the Directors' Report of the FY22 Annual Report, together with the number of board meetings and the attendance of the directors.

The roles of chairman and chief executive officer are not exercised by the same individual. The Company has one executive director (who is not regarded as the chief executive officer (**CEO**), although with the operations mostly focused in Sierra Leone, there is an appointed CEO in the chief subsidiary, being executive director Karl Smithson). The Company does not presently have a permanent chairman. At each Board meeting the directors nominate a Chairman for that particular meeting from one of the three independent directors of the Board. The Board considers this structure to be appropriate given the Company's present size and that the current directors provide the necessary diversity of skills and experience appropriate for the Company's present operations.

A formal Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership has not been established, and therefore the Company is at variance with **Recommendation 2.2**. The Board has considered this matter and has made a decision not to include a skills matrix in its FY22 Annual Report but will be further considered in the current reporting period.

### Independence of Directors

Mr Karl Smithson is an executive director of the Company and is therefore considered to be not independent.

The Board considers Messrs Christopher Burton, Jack Spencer-Cotton and Alistair Croll as independent directors for the purposes of the Recommendations, as each director is free from any interest, position, association or relationship that could materially interfere with, or reasonably be perceived to materially interfere with, the independent exercise of their judgement.

The Company is at variance with Recommendation 2.5 in that the Company does not presently have a Chairman. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the appointment of an additional director to perform the function of an independent chair.

### Board renewal and succession planning

The appointment of directors is governed by the Company's Constitution and the Appointment and Selection of New Directors Policy. In accordance with the Constitution of the Company, no director except a managing director shall hold office for a continuous period in excess of three years or past the third annual general meeting following the director's appointment, whichever is the longer, without submitting himself for re-election.

The Company has not adopted a policy in relation to the retirement or tenure of directors.

### Induction and education

When appointed to the Board, a new director will receive an induction appropriate to his experience. Directors may participate in continuing education to update and enhance their skills and knowledge from time to time, as considered appropriate.

### Access to information and advice

Directors are entitled to request and receive such additional information they consider necessary to support informed decision-making. The Board also has a policy under which individual directors and Board committees may obtain independent professional advice at the Company's expense in relation to the execution of their duties, after consultation with the Chairman (or equivalent).

The Company's Constitution, Nomination and Remuneration Committee Charter, and Appointment and Selection of New Directors Policy are available on the Company's website.

## PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

| Corporate Governance Recommendation |   | Followed |
|-------------------------------------|---|----------|
| 3.1                                 | A listed entity should articulate and disclose its values.  | Yes      |
| 3.2                                 | A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</li> </ul> | Yes      |
| 3.3                                 | A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a whistleblower policy; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</li> </ul>                                | Yes      |
| 3.4                                 | A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose an anti-bribery and corruption policy; and</li> <li>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</li> </ul>                                | Yes      |

### Commentary

The Code of Conduct, Whistleblower Policy and Anti-Bribery and Anti-Corruption Policy are available on the Company's website.

## PRINCIPLE 4: SAFEGUARD INTEGRITY IN CORPORATE REPORTING

| Corporate Governance Recommendation |   | Followed |
|-------------------------------------|---|----------|
| 4.1                                 | The board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have an audit committee which:               <ul style="list-style-type: none"> <li>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, who is not the chair of the board, and disclose:                   <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the relevant qualifications and experience of the members of the committee; and</li> </ul> </li> </ul> </li> </ul> | Yes      |

|     |   |     |
|-----|---|-----|
|     | (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<br><br>(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.  |     |
| 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 |
| 4.3 | A 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.   | Yes |

### Audit and Risk Committee

The Company has established an Audit and Risk Committee (**ARC**) in April 2022. The ARC is composed of 3 non-executive directors and is chaired by Alistair Croll, an independent director. The ARC is governed by the ARC Charter which sets out the roles and responsibilities of the ARC.

The ARC Charter is available on the Company's website and the number of meetings held by the ARC can be found in the Directors' Report of the FY22 Annual Report.

### External auditor

The Board, in conjunction with the ARC, reviews the external auditor's terms of engagement and audit plan and assesses the independence of the external auditor. The current practice, subject to amendment in the event of legislative change, is for the rotation of the engagement partner to occur every five years.

## PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

| Corporate Governance Recommendation |   | Followed |
|-------------------------------------|---|----------|
| 5.1                                 | A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.  | Yes      |
| 5.2                                 | A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.   | Yes      |
| 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. | Yes      |

### Commentary

The Continuous Disclosure Policy sets out the key obligations of directors, officers and employees in relation to continuous disclosure as well as the Company's obligations under the Listing Rules and the Corporations Act. The policy also provides procedures for internal notification and external disclosure, as well as procedures for promoting understanding of compliance with the disclosure requirements for monitoring compliance. The policy is available on the Company's website.



**PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS**

| Corporate Governance Recommendation |  | Followed |
|-------------------------------------|--|----------|
| 6.1                                 | A listed entity should provide information about itself and its governance to investors via its website.   | Yes      |
| 6.2                                 | A listed entity should have an investor relations program that facilitates effective two-way communication with investors.   | Yes      |
| 6.3                                 | A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.   | Yes      |
| 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      |
| 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      |

**Commentary**

The Company's Shareholder Communications Policy sets out the Group's aims and practices in respect of communicating with both current and prospective shareholders. The Shareholder Communications Policy reinforces the Group's commitment to promoting investor confidence by requiring:

- compliance with the continuous disclosure obligations;
- compliance with insider trading laws;
- compliance with financial reporting obligations;
- compliance with shareholder meeting requirements, including the provision of an opportunity for shareholders and other stakeholders to hear from and put questions to the Board, Management and auditor of the Group and voting by way of poll for all substantive resolutions;
- communication with shareholders in a clear, regular, timely and transparent manner; and
- response to shareholder queries in a prompt and courteous manner.

The Shareholder Communications Policy is available on the Company's website.

**PRINCIPLE 7: RECOGNISE AND MANAGE RISK**

| Corporate Governance Recommendation |  | Followed                  |
|-------------------------------------|--|---------------------------|
| 7.1                                 | The board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have a committee or committees to oversee risk, each of which:               <ul style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:                   <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ul> </li> <li>(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.</li> </ul> </li> </ul> | Yes                       |
| 7.2                                 | The board or a committee of the board should: <ul style="list-style-type: none"> <li>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</li> <li>(b) disclose, in relation to each reporting period, whether such a review has taken place.</li> </ul>   | Yes                       |
| 7.3                                 | A listed entity should disclose:   | No – see commentary below |

|     |  |     |
|-----|--|-----|
|     | (a) if it has an internal audit function, how the function is structured and what role it performs; or<br>(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 risk management and internal control processes. |     |
| 7.4 | A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.  | Yes |

### Audit and Risk Committee

The Company has established an Audit and Risk Committee (**ARC**) in April 2022. The ARC is composed of 3 non-executive directors and is chaired by Alistair Croll, an independent director. The ARC is governed by the ARC Charter which sets out the roles and responsibilities of the ARC.

The ARC Charter is available on the Company's website and the number of meetings held by the ARC can be found in the Directors' Report of the FY22 Annual Report.

Moreover, the Board tackles the risk register of the Group a standing agenda item during Board meetings. In addition, a special operations risk committee has been appointed for the primary project in Sierra Leone, and the Board receives regular updates on the risk register.

### Risk Management Policy

Newfield recognises that risk is inherent to any business activity and that managing risks effectively is critical to the immediate and future success of the Group. As a result, the Board has adopted a Risk Management Policy which sets out the Group's system of risk oversight, management of material business risks and internal control. The Risk Management Policy is available on the Company's website.

### Risk oversight

Newfield's risk management framework is supported by the Board of Directors and Management. The Board, in conjunction with the ARC, is responsible for approving and reviewing the Group's risk management strategy and policy. Management is responsible for monitoring that appropriate processes and controls are in place to effectively and efficiently manage risk.

### Reporting and assurance

When considering the review of the Group's financial reports, the ARC and the Board receives a declaration in accordance with section 295A of the *Corporations Act 2001 (Cth)* that the Group's financial reports give a true and fair view, in all material respects, of the Group's financial position and comply in all material respects with relevant accounting standards.

Similarly, in a separate written statement ARC also confirm to the Board that the Group's financial reports are founded on a sound system of risk management and internal control and that the system is operating effectively in relation to financial reporting risks. This statement also confirms that nothing has occurred since period-end that would materially change the position.

The Company does not presently have an internal audit function. However, the Board, in conjunction with the ARC, and Management continually monitor and endeavour to improve the effectiveness of the Company's risk management and internal control procedures. The Board's interaction with the Company's external auditor also provides additional oversight in this area.

The Company, as an exploration and mine development company, faces inherent risks in its activities, including economic, environmental and social sustainability risks which may have a material impact on the Company's ability to create value for its shareholders. The Board regularly monitors the operational and financial performance of the Company's activities. It monitors and receives advice on areas of operational and financial risk and considers strategies for appropriate risk management. All operational and financial strategies adopted are aimed at improving the value of the Company's shares. However, the directors recognise that mineral exploration and mining is inherently risky. In relation to environmental risks, the Company closely monitors its exposure to all such risks at the current projects located in Sierra Leone and Liberia, and seeks the input of specialist environmental consultants as required.

The Company released its inaugural Environmental, Social and Governance Disclosure Report on 4 February 2022 and is available on the Company's website.

## PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

| Corporate Governance Recommendation |  | Followed |
|-------------------------------------|--|----------|
| 8.1                                 | The board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have a remuneration committee which:               <ul style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:                   <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ul> </li> <li>(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.</li> </ul> </li> </ul> | Yes      |
| 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      |
| 8.3                                 | A listed entity which has an equity-based remuneration scheme should: <ul style="list-style-type: none"> <li>(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</li> <li>(b) disclose that policy or a summary of it.</li> </ul>   | Yes      |

**Nomination and Remuneration Committee**

The Company has established a Nomination and Remuneration Committee (**NRC**) in April 2022. The NRC is composed of 3 non-executive directors and is chaired by Christopher Burton, an independent director. The NRC is governed by the NRC Charter which sets out the roles and responsibilities of the NRC.

The NRC Charter is available on the Company's website and the number of meetings held by the NRC can be found in the Directors' Report of the FY22 Annual Report.

**Non-executive directors' remuneration policy**

The structure of non-executive directors' remuneration is clearly distinguished from that of executives. Total remuneration for all non-executive directors, last voted upon by shareholders at the 2011 General Meeting, is not to exceed \$350,000 per annum. Neither the non-executive directors nor the executives of the Group receive any retirement benefits, other than statutory superannuation.

**Executive directors' remuneration policy**

Executive directors are employed pursuant to employment agreements. Further details regarding remuneration arrangements are set out in the Remuneration Report of the FY22 Annual Report.

**Equity-based remuneration scheme**

The Company's Securities Trading Policy contains a prohibition in the use, at any time, of derivatives or hedging arrangements that operate or are intended to operate to limit the economic risk of security holdings over unvested Company securities.

## Appendix 4G

### Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

NEWFIELD RESOURCES LIMITED

ABN/ARBN

98 153 219 848

Financial year ended:

30 JUNE 2022

Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

- These pages of our annual report:
- This URL on our website: <http://newfieldresources.com.au/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 30 September 2022 and has been approved by the board.

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

Date: 30 September 2022

Name of authorised officer authorising lodgement: Joan Dabon – Company Secretary

<sup>1</sup> “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.

<sup>2</sup> 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.

<sup>3</sup> 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, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:                      | Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>                                |
|---|---|---|--|
| <b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b> |   |   |  |
| 1.1   | A listed entity should have and disclose a board charter setting out:<br>(a) the respective roles and responsibilities of its board and management; and<br>(b) those matters expressly reserved to the board and those delegated to management.   | <input checked="" type="checkbox"/><br>and we have disclosed a copy of our board charter at:<br><a href="http://newfieldresources.com.au/corporate-governance/">http://newfieldresources.com.au/corporate-governance/</a> | <input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 1.2   | A listed entity should:<br>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and<br>(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 <b>OR</b><br><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 <b>OR</b><br><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 <b>OR</b><br><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |

<sup>4</sup> 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/”).

<sup>5</sup> 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, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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: <sup>5</sup>  |
|--|--|---|
| <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&amp;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"/></p> <p>and we have disclosed a copy of our Diversity Policy at: <a href="http://newfieldresources.com.au/corporate-governance/">http://newfieldresources.com.au/corporate-governance/</a></p> <p>and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement</p> <p>and if we were included in the S&amp;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>and we have disclosed the information referred to in paragraph (c) at:</p> <p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> <p>and if we were included in the S&amp;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 <b>OR</b></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"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: <a href="http://newfieldresources.com.au/corporate-governance/">http://newfieldresources.com.au/corporate-governance/</a></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement.</p>   | <p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></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, <sup>4</sup> 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: <sup>5</sup>  |
|---|---|---|---|
| 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"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p><a href="http://newfieldresources.com.au/corporate-governance/">http://newfieldresources.com.au/corporate-governance/</a></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></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, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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: <sup>5</sup>   |  |
|--|--|--|--|
| <b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b> |  |  |  |
| 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 checked="" type="checkbox"/> [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: <a href="http://newfieldresources.com.au/corporate-governance/">http://newfieldresources.com.au/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) in the Directors' Report of the FY22 Annual Report.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></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"/> and we have disclosed our board skills matrix at: .....<br/>[insert location]</p>  | <p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

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Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation   |  | Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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: <sup>5</sup>  |
|---|--|--|---|
| 2.3   | A listed entity should disclose:<br>(a) the names of the directors considered by the board to be independent directors;<br>(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<br>(c) the length of service of each director. | <input checked="" type="checkbox"/><br>and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement<br><br>and, where applicable, the information referred to in paragraph (b) at:<br>.....<br>[insert location]<br>and the length of service of each director in the Directors' Report of the FY22 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 checked="" type="checkbox"/>  | <input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b><br><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 <b>OR</b><br><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 <b>OR</b><br><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable            |
| <b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b> |  |  |   |
| 3.1   | A listed entity should articulate and disclose its values.   | <input checked="" type="checkbox"/><br>and we have disclosed our values in our Code of Conduct at:<br><a href="http://newfieldresources.com.au/corporate-governance/">http://newfieldresources.com.au/corporate-governance/</a>  | <input type="checkbox"/> set out in our Corporate Governance Statement  |
| 3.2   | A listed entity should:<br>(a) have and disclose a code of conduct for its directors, senior executives and employees; and<br>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.   | <input checked="" type="checkbox"/><br>and we have disclosed our Code of Conduct at:<br><a href="http://newfieldresources.com.au/corporate-governance/">http://newfieldresources.com.au/corporate-governance/</a>  | <input type="checkbox"/> set out in our Corporate Governance Statement  |

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## Key to Disclosures Corporate Governance Council Principles and Recommendations

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|---|---|--|--|
| 3.3   | A listed entity should:<br>(a) have and disclose a whistleblower policy; and<br>(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"/><br>and we have disclosed our whistleblower policy at:<br><a href="http://newfieldresources.com.au/corporate-governance/">http://newfieldresources.com.au/corporate-governance/</a>               | <input type="checkbox"/> set out in our Corporate Governance Statement   |
| 3.4   | A listed entity should:<br>(a) have and disclose an anti-bribery and corruption policy; and<br>(b) ensure that the board or committee of the board is informed of any material breaches of that policy. | <input checked="" type="checkbox"/><br>and we have disclosed our anti-bribery and corruption policy at:<br><a href="http://newfieldresources.com.au/corporate-governance/">http://newfieldresources.com.au/corporate-governance/</a> | <input type="checkbox"/> set out in our Corporate Governance Statement   |

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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|---|--|--|---|
| <b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b> |  |  |   |
| 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 checked="" 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: <a href="http://newfieldresources.com.au/corporate-governance/">http://newfieldresources.com.au/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) in the Directors' Report of the FY22 Annual Report.</p> | <p><input 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> |

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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|---|---|---|---|
| <b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>    |   |   |   |
| 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"/><br>and we have disclosed our continuous disclosure compliance policy at:<br><a href="http://newfieldresources.com.au/corporate-governance/">http://newfieldresources.com.au/corporate-governance/</a>                                   | <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  |
| <b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b> |   |   |   |
| 6.1   | A listed entity should provide information about itself and its governance to investors via its website.  | <input checked="" type="checkbox"/><br>and we have disclosed information about us and our governance on our website at:<br><a href="http://newfieldresources.com.au/corporate-governance/">http://newfieldresources.com.au/corporate-governance/</a>                        | <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"/><br>and we have disclosed how we facilitate and encourage participation at meetings of security holders at:<br><a href="http://newfieldresources.com.au/corporate-governance/">http://newfieldresources.com.au/corporate-governance/</a> | <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  |
| 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  |

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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|--|--|--|---|
| <b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b> |  |  |   |
| 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 checked="" 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: <a href="http://newfieldresources.com.au/corporate-governance/">http://newfieldresources.com.au/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) in the Directors' Report of the FY22 Annual Report.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 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 in our Corporate Governance Statement.</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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|---|---|--|--|
| 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></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>.....</p> <p><i>[insert location]</i></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 internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes in our Corporate Governance Statement.</p> | <p><input 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 in our Corporate Governance Statement.</p> <p>and, if we do, how we manage or intend to manage those risks in our Corporate Governance Statement.</p>  | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p>  |

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## Key to Disclosures Corporate Governance Council Principles and Recommendations

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|--|--|--|--|
| <b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b> |  |  |  |
| 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 checked="" 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: <a href="http://newfieldresources.com.au/corporate-governance/">http://newfieldresources.com.au/corporate-governance/</a></p> <p>and the information referred to in paragraphs (4) and (5) in the Directors' Report of the FY22 Annual Report.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></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 in the Remuneration Report of the FY22 Annual Report.</p>   | <p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></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: <a href="http://newfieldresources.com.au/corporate-governance/">http://newfieldresources.com.au/corporate-governance/</a></p>  | <p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></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, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>  |
|--|---|--|--|
| <b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>             |   |  |  |
| 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 type="checkbox"/><br>and we have disclosed information about the processes in place at:<br>.....<br>[insert location]   | <input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b><br><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 <b>OR</b><br><input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b><br><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 <b>OR</b><br><input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable<br><input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable |
| <b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b> |   |  |  |
| -  | <i>Alternative to Recommendation 1.1 for externally managed listed entities:</i><br>The responsible entity of an externally managed listed entity should disclose:<br>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and<br>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements. | <input type="checkbox"/><br>and we have disclosed the information referred to in paragraphs (a) and (b) at:<br>.....<br>[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, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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: <sup>5</sup> |
|---|---|--|--|
| -   | <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>  |

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