

## Santa Fe Minerals Limited Corporate Governance Statement

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### Introduction

Santa Fe Minerals Limited (“**SFM**” or “**Company**”) is committed to implementing sound standards of corporate governance. In determining what those standards are, the Company has had regard to the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations – Fourth Edition (“**Recommendations**”).

The Company will be reporting against the Fourth Edition of these Principles and Recommendations for its current financial year, which commenced on 1 July 2023.

The Company’s Board governs the business on behalf of shareholders as a whole with the prime objective of protecting and enhancing shareholder value. The Board is committed to, and ensures that the:-

- (a) executive management runs the Company, and its subsidiaries (‘the Group’), with a high level of ethics and integrity;
- (b) Board and management complies with all applicable laws and regulations;
- (c) Company continually reviews the governance framework and practices to ensure it fulfils its corporate governance obligations.

Further information about the Company’s corporate governance practices is set out on the Company’s website at [www.santafeminerals.com.au](http://www.santafeminerals.com.au).

This Corporate Governance Statement was approved by the Board on 12 September 2024.

**Santa Fe Minerals Limited  
 Corporate Governance Statement**

ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>		
<b>Recommendation 1.1:</b> 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.	Yes	The Company has established the respective roles and responsibilities of its Board and management, and those matters expressly reserved to the Board and those delegated to management and has documented this in its Board Charter.  A copy of the Board Charter is available in the Corporate Governance section of the Company's website at <a href="https://www.santafeminerals.com.au/assets/asx-announcements/Board-Charter.pdf">https://www.santafeminerals.com.au/assets/asx-announcements/Board-Charter.pdf</a> .
<b>Recommendation 1.2:</b> A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	Before appointing a new director, or a senior executive, the Company undertakes appropriate checks such as character references, police clearance certificates, bankruptcy checks or any other checks it deems appropriate.  Where a director is to be re-elected or a candidate is put up for election to shareholders, all material information is provided to shareholders for consideration.
<b>Recommendation 1.3:</b> A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company has entered into letters of appointment with directors and senior executives. These contracts ensure that directors and senior executives have a clear understanding of their roles and responsibilities and of the entity's expectations of them.

ASX Recommendation	Comply (Yes/No)	Explanation						
<b>PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT (continued)</b>								
<p><b>Recommendation 1.4:</b> The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the functioning of the board.</p>	Yes	<p>The Company Secretary is appointed and removed by, and is accountable directly to, the Board.</p> <p>The Company Secretary has access to all Board members and the main functions of the role are to assist in advising the Board on governance matters and monitoring compliance with board and committee procedures. The role of the Company Secretary is further summarised in the Company's Board Charter.</p>						
<p><b>Recommendation 1.5:</b> 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>	No	<p>SFM is committed to actively manage diversity as a means of enhancing the Company's performance and maximising its corporate goals by recognising the contributions of diverse skills and talent from its employees.</p> <p>Diversity includes, but is not limited to, gender, age, ethnicity and cultural background.</p> <p>The Board considers that due to the size of the Company, formally documenting the policy concerning gender diversity and the setting of measurable diversity objectives is not appropriate. The Company provides equal employment opportunities to men and women at all times.</p> <p>Measurable objectives will be considered by the Board when the Company becomes of a size that warrants such objectives. Once established, the Board will review progress against any objectives identified on an annual basis. The Company currently has a total of 5 employees and Directors, of whom 1 is female. No women currently occupy senior executive of Board positions.</p> <p><b>Gender Diversity</b></p> <p>The Company is committed to gender diversity at all levels of the organisation. The Board is responsible for establishing and monitoring on an annual basis the achievement against gender diversity objectives and strategies, including the representation of women at all levels of the organisation. The proportion of women within the whole organisation as at the date of this report is as follows:</p> <table border="1" data-bbox="981 1283 1818 1394"> <tbody> <tr> <td>Women employees in the whole organisation</td> <td>20%</td> </tr> <tr> <td>Women in Senior Executive positions</td> <td>0%</td> </tr> <tr> <td>Women on the Board of Directors</td> <td>0%</td> </tr> </tbody> </table> <p>The Company is a not a 'relevant employer' under the <i>Workplace Gender Equality Act 2012</i>.</p>	Women employees in the whole organisation	20%	Women in Senior Executive positions	0%	Women on the Board of Directors	0%
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<b>PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT (continued)</b>		
<p><b>Recommendation 1.5 (continued):</b></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>		

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ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT (continued)</b>		
<p><b>Recommendation 1.6:</b>            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>	Yes	<p>The Company has adopted policies and procedures concerning the evaluation and development of the Board, Board Committees and individual directors. This responsibility is allocated to the Chairman.</p> <p>The process employed by the Chairman for evaluating the performance may involve meeting with each Director privately, ongoing observation and discussion by the Board and the circulation of questionnaires.</p> <p>Measures against which the performance of the Board and individual Directors will be evaluated include:</p> <ul style="list-style-type: none"> <li>• the skills, performance and contribution of individual members of the Board;</li> <li>• the performance and effectiveness of the Board as a whole;</li> <li>• awareness of Directors of their responsibilities and duties as Directors of the Company and of corporate governance and compliance requirements;</li> <li>• awareness of Directors of the Company’s strategic direction; and</li> <li>• opportunities for continuing improvement of Board functions.</li> </ul> <p>The Company undertakes a performance evaluation of the Board at least annually. The Company utilised a combination of both individual feedback and performance questionnaires during the 2024 financial year.</p>
<p><b>Recommendation 1.7:</b>            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>	Yes	<p>A Director is nominated to review the individual performance of the Chairman and/or the Managing Director and meets privately with him to discuss this assessment.</p> <p>The Managing Director and/or the Chairman reviews the performance of the Senior Executives. The Managing Director conducts a performance evaluation of the Senior Executives by meeting individually with each Senior Executive at least annually to review performance against the Senior Executive’s responsibilities as outlined in his or her contract with the Company.</p> <p>A formal performance evaluation of senior executives was not undertaken in the 2024 financial year on the basis that there are no other senior executives other than the Board itself.</p>

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ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>		
<p><b>Recommendation 2.1:</b></p> <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 the reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p>	No	<p>The Board has not established a separate Nomination Committee. Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Nomination Committee. Accordingly, the Board performs the role of the Nomination Committee.</p> <p>The Board did not officially convene as a Nomination and Remuneration Committee during the Reporting Period, however nomination and remuneration related discussions occurred from time to time during the year as required.</p> <p>The Company's objective is to have an appropriate mix of expertise and experience on the Board, and where appropriate its committees, so that the Board can effectively discharge its corporate governance and oversight responsibilities.</p>

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ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE (continued)</b>		
<b>Recommendation 2.1 (continued):</b> (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.		
<b>Recommendation 2.2:</b> 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.	Yes	<p>The Company recognises the importance of having an appropriate mix of expertise and experience on its Board and Committees to enable it to effectively discharge its corporate governance and oversight responsibilities.</p> <p>The Board accordingly seeks to achieve a balance in its structure that best reflects the needs of the Company at any particular time.</p> <p>Appointment to the Board will be dependent on candidates demonstrating an appropriate breadth of experience in a field of expertise that is relevant to the ongoing supervision of the Company's affairs.</p> <p>This diversity of experience may include a commercial, technical, legal, corporate finance, business development or other background as the Board and management determine as part of its selection processes.</p>

ASX Recommendation	Comply (Yes/No)	Explanation										
<b>PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE (continued)</b>												
Recommendation 2.2 (continued)		<p>The following table summarises the key skills and experience that the Board believes are appropriate for the Company:</p> <table border="1" data-bbox="792 456 2016 762"> <thead> <tr> <th data-bbox="792 456 1796 552">Skills and experience</th> <th data-bbox="1796 456 2016 552">Number of Directors</th> </tr> </thead> <tbody> <tr> <td data-bbox="792 552 1796 608">Successful experience in CEO/Managing Director and/or other Board level roles</td> <td data-bbox="1796 552 2016 608">2</td> </tr> <tr> <td data-bbox="792 608 1796 655">Relevant industry (resources, mining, exploration) experience</td> <td data-bbox="1796 608 2016 655">3</td> </tr> <tr> <td data-bbox="792 655 1796 711">Experience and capability in corporate finance, business analysis and financial forecasting</td> <td data-bbox="1796 655 2016 711">2</td> </tr> <tr> <td data-bbox="792 711 1796 762">Development and implementation of corporate strategy</td> <td data-bbox="1796 711 2016 762">2</td> </tr> </tbody> </table> <p>The Board currently comprises 3 Directors.</p> <p>Details of the directors, including their skills, experience and year of appointment, are detailed on the Company's website and contained in the Remuneration Report which forms part of the Directors' Report in the Company's 2024 Annual Report (lodged to the ASX separately).</p>	Skills and experience	Number of Directors	Successful experience in CEO/Managing Director and/or other Board level roles	2	Relevant industry (resources, mining, exploration) experience	3	Experience and capability in corporate finance, business analysis and financial forecasting	2	Development and implementation of corporate strategy	2
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<b>PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE (continued)</b>																						
<p><b>Recommendation 2.3:</b> 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, 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</p> <p>(c) the length of service of each director.</p>	Yes	<p>The names and terms of office of each director, and their status as executive/non-executive and independent/non-independent directors, during the year ended 30 June 2024 and up to the date of this statement, were as follows:</p> <table border="1"> <thead> <tr> <th>Director</th> <th>Status</th> <th>Date of appointment</th> <th>Date of resignation</th> <th>Length of service at September 2024</th> </tr> </thead> <tbody> <tr> <td>Mark Jones</td> <td>Chairman/Non-Executive Director/ non-independent</td> <td>October 2011</td> <td>N/A</td> <td>13 years</td> </tr> <tr> <td>Douglas Rose</td> <td>Executive Director/ non-independent</td> <td>March 2013</td> <td>N/A</td> <td>11.6 years</td> </tr> <tr> <td>Terence Brown</td> <td>Non-Executive Director/ independent</td> <td>August 2017</td> <td>N/A</td> <td>7.2 years</td> </tr> </tbody> </table> <p>The Company has accepted the definition of “independence” in the Recommendations in making the above assessments of independence.</p> <p>In making the independence assessment, Messrs Mark Jones and Douglas Rose are deemed as being non-independent as they are substantial security holders of the Company and/or act in an executive capacity with the Company. Mr Terence Brown is considered independent.</p> <p>No other current director has an interest, position, association or relationship of the type described in Box 2.3 of the Recommendations that is considered to compromise independence. Each director’s independence status is regularly assessed against Box 2.3.</p>	Director	Status	Date of appointment	Date of resignation	Length of service at September 2024	Mark Jones	Chairman/Non-Executive Director/ non-independent	October 2011	N/A	13 years	Douglas Rose	Executive Director/ non-independent	March 2013	N/A	11.6 years	Terence Brown	Non-Executive Director/ independent	August 2017	N/A	7.2 years
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<b>PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE (continued)</b>		
<b>Recommendation 2.4:</b> A majority of the board of a listed entity should be independent directors.	No	<p>At the date of this report the Company's Board comprised two non-independent directors (being Messrs Mark Jones and Douglas Rose) and one independent director (being Mr Terrence Brown). The Company did not have a majority of independent directors throughout the year to 30 June 2024.</p> <p>Whilst the Company did not comply with the Recommendation throughout the year, the Board considers that its current composition is the most appropriate blend of skills and expertise relevant to the Company's business, size and operations.</p> <p>The Board is aware of the importance of independent judgement and considers independence, amongst other things, when new appointments to the Board are made.</p>
<b>Recommendation 2.5:</b> 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	<p>The Chairman of the Board, Mr Mark Jones, is a Non-Executive Director, and while Mr Jones is not considered as independent, he is not the same person as the Managing Director of the Company.</p> <p>The Executive Director, Mr Doug Rose assumed the role as CEO of the Company.</p>
<b>Recommendation 2.6:</b> 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.	Yes	<p>New Directors undergo an induction program in which they are given a full briefing on the Company, its operations and the industry in which it operates.</p> <p>The Board regularly reviews whether the Directors as a Company have the skills, knowledge and familiarity with the Company and its operating environment required to fulfil their role on the Board effectively.</p> <p>Where any gaps are identified, the Board considers what training or development should be undertaken to fill those gaps. In particular, the Board ensures that any director who does not have specialist accounting skills or knowledge has a sufficient understanding of accounting matters to fulfil his or her responsibilities in relation to the Company's financial statements.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>		
<p><b>Recommendation 3.1:</b> A listed entity should articulate and disclose its values</p>	Yes	<p>The main objective of the Company is to maintain and build the Company’s capacity to generate value for shareholders.</p> <p>In addition to overseeing the performance and operations of the Company, the Board is responsible for setting the core values of the Company. These values underpin the Company’s culture and ethical standards and inform the behaviours and decision making of all Company employees.</p> <p>The Directors acknowledge the need for, and continued maintenance of, the highest standards of ethical conduct by all Directors and employees of the Company. All Directors, executives and employees are required to abide by laws and regulations, to respect confidentiality and the proper handling of information and act with the highest standards of honesty, integrity, objectivity and ethics in all dealings with each other, the Company, customers, suppliers and the community.</p> <p>The Company has a Corporate Values Statement which is available in the Corporate Governance section of the Company’s website at <a href="https://www.santafeminerals.com.au/assets/asx-announcements/Corporate-Values-Statement.pdf">https://www.santafeminerals.com.au/assets/asx-announcements/Corporate-Values-Statement.pdf</a>.</p>
<p><b>Recommendation 3.2:</b> A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	Yes	<p>The Board has adopted a Code of Code which requires Directors, management and employees to deal with the Company’s customers, suppliers, competitors and each other with honesty, fairness and integrity and to observe the rule and spirit of the legal and regulatory environment in which the Company operates.</p> <p>The Code prohibits Directors, management and employees from involving themselves in situations where there is a real or apparent conflict of interest between them as individuals and the interest of the Company.</p> <p>Directors, management and employees are required to respect the confidentiality of all information of a confidential nature acquired in the course of the Company’s business. Directors, management and employees must protect the assets of the Company to ensure availability for legitimate business purposes. The Company acknowledges its responsibility to shareholders, the community, and the individual.</p> <p>No breaches of the code were reported during the year under review. A copy of the Code of Conduct is available in the Corporate Governance section of the Company’s website at <a href="https://www.santafeminerals.com.au/assets/asx-announcements/Code-of-Conduct.pdf">https://www.santafeminerals.com.au/assets/asx-announcements/Code-of-Conduct.pdf</a>.</p>

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ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY (continued)</b>		
<b>Recommendation 3.3:</b> 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	<p>The Company has adopted a Whistleblower Policy outlining the Company’s commitment to maintaining an open working environment in which employees and contractors are informed and feel safe to raise concerns of unethical, unlawful or unacceptable conduct without fear of any retaliatory action.</p> <p>The Company confirms that any material incidents under this Policy will be notified to the Board or a committee of the Board, as the case might be.</p> <p>A copy of the Whistleblower Policy is available in the Corporate Governance section of the Company’s website at <a href="https://www.santafeminerals.com.au/assets/uploads/Whistleblower-Policy_Doc_Approved-SFM_012020.pdf">https://www.santafeminerals.com.au/assets/uploads/Whistleblower-Policy_Doc_Approved-SFM_012020.pdf</a>.</p>
<b>Recommendation 3.4:</b> 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	<p>The Company expects that its directors, officers, employees, agents, contractors and any other party representing the Company, will act fairly, honestly, with integrity and in compliance with the law. The Company has zero tolerance for corruption or bribery in its business operations wherever in the world.</p> <p>The Company has adopted an Anti-bribery and Corruption Policy which sets out the Company’s responsibilities, and those working for it, in observing and upholding its policy on bribery and corruption. The policy provides guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.</p> <p>A copy of the Anti-bribery and Corruption Policy is available in the Corporate Governance section of the Company’s website at <a href="https://www.santafeminerals.com.au/assets/asx-announcements/Anti-Bribery-and-Anti-Corruption-Policy_SFM-Website.pdf">https://www.santafeminerals.com.au/assets/asx-announcements/Anti-Bribery-and-Anti-Corruption-Policy_SFM-Website.pdf</a>.</p> <p>The Company confirms that any material incidents under this Policy will be notified to the Board or a committee of the Board, as the case might be.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>		
<p><b>Recommendation 4.1:</b> 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>	No	<p>Due to the size and scale of the Company, during the year, the Board has not established a sub-committee to undertake the responsibilities normally undertaken by an Audit Committee. The full Board undertakes all audit committee responsibilities. The responsibilities include the following:</p> <ul style="list-style-type: none"> <li>• reviewing and approving statutory financial reports and all other financial information distributed externally;</li> <li>• monitoring the effective operation of the risk management and compliance framework;</li> <li>• reviewing the effectiveness of the Company’s internal control environment including compliance with applicable laws and regulations;</li> <li>• the nomination of the external auditors and the review of the adequacy of the existing external audit arrangements; and</li> <li>• considering whether non-audit services provided by the external auditor are consistent with maintaining the external auditor’s independence.</li> </ul> <p>The Company will give consideration at an appropriate time in the Company’s development, for the creation of an Audit Committee.</p> <p>Details regarding the Directors’ qualifications and experience is contained in the Director’s Report of the Company’s 2024 Annual Report, with the Board, and therefore the Audit Committee is deemed to be structured so that it has the relevant accounting and financial expertise required to discharge its responsibilities in this regard.</p> <p>The Board considers, at least annually, the selection and appointment of the Company’s external auditors, their performance, the succession and rotation of lead engagement partners, audit plans and proposed fees for audit work to be performed.</p> <p>The Board, and therefore the Audit Committee, at reporting date comprised of three members, being Messrs Mark Jones, Douglas Rose and Terrence Brown.</p>

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ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS (continued)</b>		
<p><b>Recommendation 4.1 (continued):</b> (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><b>Recommendation 4.2:</b> 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>	Yes	<p>In respect of each statutory financial reporting period, the Board was provided with a declaration in accordance with S.295A of the <i>Corporations Act</i> which is consistent with Recommendation 4.2.</p> <p>The Company complied with this recommendation.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS (continued)</b>		
<p><b>Recommendation 4.3:</b> 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>	Yes	<p>The Company is committed to providing clear, concise and factual disclosure of material information to all investors in its corporate reports.</p> <p>The Company has adopted a process for the preparation, verification and approval of corporate reports to confirm the accuracy of those reports. Information published in the Company’s periodic cashflow reports (Appendix 5Bs) are prepared by the Company’s external accountants.</p> <p>Where information is not subject to an audit, it is verified by Senior Management and approved by the Board prior to release to the market (this remains the case also for externally audited information).</p> <p>All announcements indicate the relevant approver of releases.</p>
<b>PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE</b>		
<p><b>Recommendation 5.1:</b> A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	Yes	<p>The Company has a Continuous Disclosure and Communications Policy that sets out:</p> <ul style="list-style-type: none"> <li>the Company’s continuous disclosure obligations under the ASX Listing Rules and Corporations Act;</li> <li>how the Company’s personnel are required to deal with potentially price sensitive information and communications with external stakeholders such as media, security holders and the community to ensure that the Company meets its continuous disclosure obligations; and</li> <li>the Company’s shareholder communication policy generally.</li> </ul> <p>A copy of the Continuous Disclosure and Communications Policy is available in the Corporate Governance section of the Company’s website at <a href="https://www.santafeminerals.com.au/assets/asx-announcements/Continuous-Disclosure-Policy.pdf">https://www.santafeminerals.com.au/assets/asx-announcements/Continuous-Disclosure-Policy.pdf</a>.</p>
<p><b>Recommendation 5.2:</b> A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	Yes	<p>The Board is involved in the review and authorisation of material company announcements and therefore has visibility of the nature, quality and frequency of information being disclosed to the market.</p> <p>Where the Directors’ input is not feasible prior to the release of an announcement, all Directors are provided with copies of the material market announcement promptly after they are made.</p>

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ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE (continued)</b>		
<b>Recommendation 5.3:</b> 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	Materials used in external investor or analyst presentations which are substantive in nature and which have not been previously disclosed are released to the ASX prior to their use.
<b>PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS</b>		
<b>Recommendation 6.1:</b> A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Board is committed to providing shareholders with sufficient information to enable them to assess the performance of the Company, and to inform shareholders of major developments affecting the state of affairs of the Company. Information is communicated to shareholders by lodging all relevant financial and other information with the ASX and publishing information on the Company's website at <a href="http://www.santafeminerals.com.au">www.santafeminerals.com.au</a> .
<b>Recommendation 6.2:</b> A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company has a Shareholders Communications Policy to facilitate effective two-way communication with investors. The Company recognises the importance of its relationships with investors and analysts. The Managing Director is the primary contact for communicating with the investment community.  A copy of the Shareholder Communications Policy is available in the Corporate Governance section of the Company's website at <a href="https://www.santafeminerals.com.au/assets/asx-announcements/SFM-Shareholder-Communications-Policy.pdf">https://www.santafeminerals.com.au/assets/asx-announcements/SFM-Shareholder-Communications-Policy.pdf</a> .
<b>Recommendation 6.3:</b> A listed entity should disclose how it facilitates and encourages participation at meetings of security holders	Yes	The Board encourages the attendance of shareholders at the Company's Shareholders' Meetings and sets the time and place of each Shareholders' Meeting in advance to allow maximum opportunity for attendance by shareholders.  The Company provides information in the notice of meeting that is presented in a clear, concise and effective manner. Shareholders are provided the opportunity at general meetings to ask questions in relation to each resolution before they are put to the vote and discussion is encouraged by the Board.  Where and when deemed appropriate, the Company will facilitate virtual general meetings to enable as many shareholders as possible to attend the meeting.



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ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS (continued)</b>		
<b>Recommendation 6.4:</b> A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Board ensures that all substantive resolutions at a meeting of security holders are decided by a poll.  At the Company's 2023 Annual General Meeting, all resolutions were decided on a poll.
<b>Recommendation 6.5:</b> 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	The Company provides shareholder materials directly to shareholders through electronic means. A shareholder may request a hard copy of the Company's annual report to be posted to them.  The Company's share registry is maintained electronically by Automic Group Pty Ltd. Their contact details are disclosed in the Corporate Directory of the 2024 Annual Report.

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 Corporate Governance Statement**

ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 7: RECOGNISE AND MANAGE RISK</b>		
<p><b>Recommendation 7.1:</b>            The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol 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:</li> <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> </ol> <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>No</p>	<p>Due to the size and scale of the Company, during the year the Board has not established a sub-committee to undertake the responsibilities normally undertaken by a Risk Committee.</p> <p>The full Board performs the function of the Risk Committee. The Board considers that at this stage, no efficiencies or other benefits would be gained by establishing a separate risk committee.</p> <p>The Board, and therefore the Risk Committee, comprises 3 members of which 1 is independent. It is however not chaired by an independent director.</p> <p>The Board is responsible for ensuring that risks, as well as opportunities, are identified on a timely basis and receive an appropriate and measured response, recognising however that no cost-effective internal control system will preclude all errors and irregularities. Areas of significant business risk and the effectiveness of internal controls are monitored and reviewed regularly.</p> <p>The Board did not officially convene as a Risk Committee during the 2024 financial year, however risk related discussions occurred from time to time during the year as required.</p>

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ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 7: RECOGNISE AND MANAGE RISK (continued)</b>		
<b>Recommendation 7.2:</b> 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 that the entity is operating with due regard to the risk appetite set by the board; and</li> <li>(b) disclose, in relation to each reporting period, whether such a review has taken place.</li> </ul>	Yes	<p>The Board reviews, at least annually, the Company's risk management framework.</p> <p>The risks identified are monitored on a continual basis and preventative measures are implemented as and when deemed necessary.</p> <p>The Company's risk management framework has been reviewed continually during the financial year ended 30 June 2024 and the Board is satisfied that the risk management framework continues to be sound.</p> <p>The Company will continue its risk management framework development and monitoring procedures.</p> <p>A copy of the Risk Management Policy is available in the Corporate Governance section of the Company's website at <a href="https://www.santafeminerals.com.au/assets/asx-announcements/Risk-Management-Policy.pdf">https://www.santafeminerals.com.au/assets/asx-announcements/Risk-Management-Policy.pdf</a></p>
<b>Recommendation 7.3:</b> A listed entity should disclose: <ul style="list-style-type: none"> <li>(a) if it has an internal audit function, how the function is structured and what role it performs; or</li> <li>(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.</li> </ul>	Yes	<p>The Company does not currently have an internal audit function.</p> <p>The Board recognises that no cost-effective internal control system will preclude all errors and irregularities. The Company's risk management and internal control system is based upon written procedures, policies and guidelines, an organisational structure that provides an appropriate division of responsibility, and the selection and training of qualified service providers and personnel.</p> <p>The Company policies are designed to ensure strategic, operational, legal, reputation and financial risks are identified, assessed, effectively and efficiently managed and monitored to enable achievement of the Company's business objectives.</p> <p>A number of the Company's activities are also undertaken by external consultants, given the Company's size and level of current activities, coupled with the cost benefit this currently provides the Company.</p>

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ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 7: RECOGNISE AND MANAGE RISK (continued)</b>		
<b>Recommendation 7.4:</b> A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	<p>The Company currently is not subject to any material exposure to environmental and social sustainability risks.</p> <p>The principal risk for the Company is financial risk in the areas of maintaining sufficient funding for the continuation of operations and risks related to fraud, misappropriation and errors.</p> <p>The Company has assessed its exposure to economic risks as high on the basis that it has no material income and is reliant on successfully raising capital to fund exploration and operating costs and plans.</p> <p>This risk is managed by regularly reviewing future cashflow requirements to ensure that fundraising is performed in a timely manner and that the Company remains in a position to pay its debts as and when they fall due.</p>
<b>PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY</b>		
<b>Recommendation 8.1:</b> The board of a listed entity should: <ol style="list-style-type: none"> <li>(a) have a remuneration committee which:               <ol 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:                   <ol style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> </ol> </li> </ol> </li> </ol>	No	<p>The Board has not established a separate Remuneration Committee. Given the current size and composition of the Company, the Board believes that there would be no efficiencies gained by establishing a separate Remuneration Committee. Accordingly, the Board performs the role of Remuneration Committee.</p> <p>The full Board approves all management remuneration including the allocation of options (if any) and involves itself in the nomination, selection and retirement of Directors. No Director may be involved in setting their own remuneration or terms and conditions and in such a case, the relevant Directors are required to be absent from the full Board discussion.</p> <p>The Board seeks to ensure that collectively, its membership represents an appropriate balance between Directors with experience and knowledge of the Company and Directors with an external or fresh perspective. It shall review the range of expertise of its members on a regular basis and seeks to ensure that it has operational and technical expertise relevant to the operation of the Company.</p> <p>Directors are re-elected, nominated and appointed to the Board in accordance with the Board's policy on these matters set out in the Remuneration Committee Charter, the Company's Constitution and ASX Listing Rules.</p>

ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY (continued)</b>		
<p><b>Recommendation 8.1 (continued):</b></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>The Board has not established a separate Remuneration Committee. Given the current size and composition of the Company, the Board believes that there would be no efficiencies gained by establishing a separate Remuneration Committee. Accordingly, the Board performs the role of Remuneration Committee.</p> <p>The full Board approves all management remuneration including the allocation of options (if any) and involves itself in the nomination, selection and retirement of Directors. No Director may be involved in setting their own remuneration or terms and conditions and in such a case, the relevant Director is required to be absent from the full Board discussion.</p> <p>The Board seeks to ensure that collectively, its membership represents an appropriate balance between Directors with experience and knowledge of the Company and Directors with an external or fresh perspective. It shall review the range of expertise of its members on a regular basis and seeks to ensure that it has operational and technical expertise relevant to the operation of the Company.</p> <p>Directors are re-elected, nominated and appointed to the Board in accordance with the Board’s policy on these matters set out in the Remuneration Committee Charter, the Company’s Constitution and ASX Listing Rules.</p> <p>The Company’s remuneration philosophy, objectives and arrangements are detailed in the Remuneration Report which forms part of the Directors’ Report in the Company’s 2024 Annual Report (lodged separately with the ASX).</p>

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ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY (continued)</b>		
<p><b>Recommendation 8.2:</b> 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>	Yes	<p>The Company's policy is to remunerate Non-Executive Directors at a fixed fee for time, commitment and responsibilities.</p> <p>Remuneration for Non-Executive Directors is not linked to individual performance. The maximum aggregate amount of fees (including superannuation payments) that can be paid to Non-Executive Directors is subject to approval by shareholders. There are no termination or retirement benefits for Non-Executive Directors other than for superannuation entitlements.</p> <p>From time to time, the Company may permit Non-Executive Directors to participate in equity-based remuneration plans.</p> <p>Executive remuneration consists of a base salary and in some instances, performance incentives. Long term performance incentives may include options, performance rights or other equity-based schemes granted at the discretion of the Board, subject to obtaining the relevant approvals.</p> <p>Equity-based plans are designed to recognise and reward efforts as well as to provide additional incentive to continue those efforts for the benefit of the Company, and may be subject to the successful completion of performance hurdles.</p> <p>Executives are offered a competitive level of base pay at market rates (for comparable companies), which are reviewed at least annually to ensure market competitiveness.</p> <p>Details of remuneration, including the Company's policy on remuneration, are contained in the Remuneration Report which forms part of the Directors' Report in the Company's 2024 Annual Report (lodged separately with the ASX).</p>

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ASX Recommendation	Comply (Yes/No)	Explanation
<b>PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY (continued)</b>		
<p><b>Recommendation 8.3:</b>            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>	Yes	<p>Under the Company's Securities Trading Policy, Restricted Persons are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity-based remuneration scheme.</p> <p>A copy of the Securities Trading Policy is available in the Corporate Governance section of the Company's website at <a href="https://www.santafeminerals.com.au/assets/asx-announcements/Securities-Trading-Policy.pdf">https://www.santafeminerals.com.au/assets/asx-announcements/Securities-Trading-Policy.pdf</a>.</p>
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>		
<p><b>Recommendation 9.1:</b>            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.</p>	Not applicable	The Company has three directors and are all fluent in English.

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<b>ASX Recommendation</b>	<b>Comply (Yes/No)</b>	<b>Explanation</b>
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES (continued)</b>		
<b>Recommendation 9.2:</b> A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	Not applicable	The Company is registered in Australia and is only listed on the Australian Securities Exchange.
<b>Recommendation 9.3:</b> 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.	Not applicable	The Company is registered in Australia and is only listed on the Australian Securities Exchange.  The Company's auditor attends all AGMs.