

### GOVERNANCE BODY COMPOSITION

Vertex Minerals Limited (VTX) acknowledges that the mindset, skills, and experience of the board has a direct impact on the robustness of governance decisions and long-term value creation for stakeholders from an economic, social, and environmental perspective.

*The VTX Board aims to ensure that economic, environmental, and social considerations are integrated into our strategy, decision-making, risk and opportunity management, operating policies, processes, and systems. We know that governance needs to be considered from the broader viewpoint of stakeholder value rather than the traditional shareholder value.*

VTX is committed to complying with the highest standards of corporate governance to ensure that all of its business activities are conducted fairly, honestly and with integrity in compliance with all applicable laws. To achieve this, the Company's board of directors (Board) has adopted a number of charters and policies which aim to ensure that value is created whilst accountability and controls are commensurate with the risks involved. The Board believes that the Company's policies and practices comply with the recommendations set out in the ASX Corporate Governance Principles and Recommendations – 4th Edition (Recommendations).

The Board derives its authority to act from the Company's Constitution and together with that, the following charters and policies have been adopted by the Company to achieve a high standard of corporate governance:

Charters and Codes; Board Charter, Corporate Code of Conduct, Audit and Risk Committee Charter, Remuneration Committee Charter, Nomination Committee Charter. Policies; Performance Evaluation Policy, Continuous Disclosure Policy, Risk Management Policy, Trading Policy, Diversity Policy, Whistleblower Protection Policy, Anti-Bribery and Anti-Corruption Policy, Shareholder Communications Strategy and our ESG Policy.

### COMPOSITION OF THE BOARD

The VTX Board comprises Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders. We believe in the benefits of an independent, diverse, and socially inclusive Board for the Company and our community.

The composition of the Board is to be reviewed regularly against the Company's Board skills matrix prepared and maintained by the nominations committee to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction and to deal with new and emerging business and governance issues.

Currently the Board has one Non-executive Director, a Technical Director, and an Executive Chairperson. Where practical, our goal is that 50% of the Board should be independent. An independent Director is a director who is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole, rather than in the interests of an individual shareholder or other party.

Given the small size and early stages of VTX's endeavours, the Board currently does not represent wider gender or stakeholder diversity within its composition but as the company grows and where practical, more diversity will be possible. Prior to the Board proposing re-election of Non-executive Directors, their performance will be evaluated by the remuneration and nomination committee to ensure that they continue to contribute effectively to the Board. VTX discloses the length of service of each Director in, or in conjunction with, its annual report along with the relevant qualifications and experience of each member of the Board. These details are published on our website.

If appointing new members to the Board, consideration must be given to the demonstrated ability and future potential of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.

The nomination committee shall conduct an annual performance review of the Board comparing the performance of the Board with the requirements of its charter, critically reviewing the mix of the Board to ensure it covers the skills needed to address existing and emerging business and governance issues and to ensure the currency of each Director's knowledge and skills and whether the Director's performance has been impacted by other commitments, suggesting any amendments to this charter as are deemed necessary or appropriate.

### ESG-INCLUSIVE BOARD SKILLS, COMPETENCIES & SOCIAL INCLUSIVENESS

#### QUALIFICATIONS, SKILL SET & EXPERIENCE OF THE VERTEX MINERALS LIMITED BOARD MEMBERS

**Our Executive Chairperson, Roger Jackson**, as Fellow of AUSIMM and fellow of the Australian Institute of Geoscientists has an obligation to uphold and enhance his profession in the global mining community. He must promote the highest professional and ethical standards as a member across all areas of professional practice with a strong focus on ethics and application of professional codes. Roger has been actively involved in the mining industry for 30+ years as a mine operator, services contractor, and explorer. He is a geologist with strong knowledge of gold exploration and mining, and he has developed several mining and ore processing operations in Australia and abroad. With a Science degree, majoring in Geology and Geophysics, Diploma in Financial Management, and Diploma in Education, he is a Fellow of the Geological Society of London, Fellow of the Australian Institute of Geoscientists and a Fellow of the Australasian Institute of Mining and Metallurgists.

**The Non-Executive Director, Declan Franzmann**, is a mining engineer with over 30 years of experience from discovery, through construction, operations and mine closure. His expertise covers open pit and underground gold mining across Australia, Asia, Africa and South America. A Fellow of the AusIMM, he holds statutory mine management qualifications for WA, QLD and NSW and has been a director of public companies for 15 years. As Fellow of AUSIMM has an obligation to uphold and enhance his profession in the global mining community. He must promote the highest professional and ethical standards as a member across all areas of professional practice with a strong focus on ethics and application of professional codes.

**Technical Director, Tully Richards**, is an experienced gold geologist based in Orange, NSW. With a wonderful depth and breadth of experience in exploration in the Lachlan Fold district, he is also a graduate in Geology from Sydney University, has worked as a geologist in operating mines and found his passion exploring the Lachlan Fold Belt for gold.

**Our Chartered Company Secretary, Alex Neuling**, also a chartered accountant, has over 15 years corporate and financial experience, including 10 years as company secretary, CFO &/or a Director of various ASX listed companies in the Oil & Gas, Mineral Exploration, Biotech & Mining Services sectors. Prior to these roles, he worked for Deloitte in London and in Perth.

Source: <https://vertexminerals.com/>

Each VTX Board member brings different skills and experience, and all support the right to social inclusion as defined by the Australian Human Rights Commission as ‘participation, equal opportunity and empowerment’. Values which are supported in the policies and charters of our Corporate Governance Plan. VTX has its own Board Skills Matrix referred to in our Corporate Governance Plan and it aligns well with any ESG-Inclusive Board Skills Matrix.

### Related VTX policies and charters:

- Corporate Governance Plan, Schedule 01, Board Charter, 2021
- Corporate Governance Plan, Schedule 02, Corporate Code of Conduct, 2021
- Corporate Governance Plan, Schedule 03, Audit & Risk Committee Charter, 2021
- Corporate Governance Plan, Schedule 04, Remuneration Committee Charter, 2021
- Corporate Governance Plan, Schedule 05, Nomination Committee Charter, 2021
- Corporate Governance Plan, Schedule 06, ESG Committee Charter, 2021
- Corporate Governance Plan, Schedule 07, Performance Evaluation Policy, 2021
- Corporate Governance Plan, Schedule 09, Risk Management Policy, 2021
- Corporate Governance Plan, Schedule 10, Trading Policy, 2021
- Corporate Governance Plan, Schedule 11, Diversity Policy, 2021
- Corporate Governance Plan, Schedule 12, Whistleblower Protection Policy, 2021
- Corporate Governance Plan, Schedule 13, Anti-Bribery and Anti-Corruption Policy, 2021
- Corporate Governance Plan, Schedule 14, Shareholder Communication Strategy, 2021
- Corporate Governance Plan, Schedule 15, Environmental, Social and Governance Policy, 2021
- Corporate Governance Statement, 2021

**Sources:** (Accessed 27 March 2023)

Vertex Minerals Limited Website

<https://vertexminerals.com/>

Vertex Minerals Limited

Corporate Governance Plan

<https://vertexminerals.com/wp-content/uploads/2021/10/Corporate-Governance-Plan-VTX2806539.2.pdf>

Corporate Governance Statement

Australian Human Rights Commission  
Social Inclusion in Australia, 2013

<https://humanrights.gov.au/about/news/speeches/social-inclusion-and-human-rights-australia#:~:text=Social%20inclusion%20is%20about%20participation%2C%20equal%20opportunity%2C%20and%20empowerment.>