

ENVIRONMENTAL  
SOCIAL  
GOVERNANCE

# Disclosure Report



**Vertex Minerals**

**Baseline ESG report (22 June 2022)**

Report generated on 24 Apr 2023  **SOCIALSUITE**  
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# Environmental, Social, and Governance (ESG)

Vertex Minerals (" or the "Company") is committed to the principles of ESG as the most effective means of creating long-term enterprise value and addressing the societal priorities enshrined in the United Nations' Sustainable Development Goals. In June 2022, we made a commitment to commence reporting on the Environmental, Social, and Governance (ESG) disclosures of the Stakeholder Capitalism Metrics (SCM) of the World Economic Forum (WEF).

We are in the process of making ESG disclosures in the form of a set of universal, comparable ESG metrics focused on people, planet, prosperity and principles of governance that organisations can report on regardless of industry or region. This table represents our reporting against the 21 core metrics, being reviewed quarterly and updated periodically.

We use this universal ESG framework to align our mainstream reporting on performance against ESG indicators. By integrating ESG metrics into our governance, business strategy, and performance management process, we diligently consider all pertinent risks and opportunities in running our business. We continue to look for opportunities for further transparency on the topics which are material to our business.

To track our disclosure progress and demonstrate our sustainability performance against the WEF SCM framework we utilise Socialsuite's ESG Go disclosure platform. ESG Go enables us to demonstrate our ongoing commitment to ESG by providing a dedicated solution to track, report, and share our ESG disclosures. With ESG Go we have started the journey of building robust ESG credentials.

Last updated: 24/4/2023

# Governance

## GOVERNING PURPOSE

### Setting purpose

CODE	TYPE	STATUS	LAST UPDATED
GO-01-C1	Full disclosure	Verified	27 Mar 2023

### PURPOSE STATEMENT

Vertex Minerals Limited (VTX) is a mining exploration company committed to the sustainable discovery, development, and production of minerals.

### DESCRIPTION

As a responsible explorer, VTX acknowledges its role in protecting the natural environment, reducing global greenhouse gas emissions, and improving people's lives now and for generations to come. At VTX we believe that a strong environmental, social and governance performance is essential for the success and growth of the Company's business and for our community.

VTX's primary objective is to deliver maximum shareholder value through profitable growth and the development of stable and sustainable projects whilst acting lawfully, ethically, and responsibly.

The Company aims to pursue operational and commercial excellence by using best practice approaches, focusing on continuous development, accountability, and teamwork in all aspects of our business. A key attribute to this approach is maintaining responsible long-term management.

To achieve these goals, we will ensure our employees and business partners have the appropriate skills and resources to perform their work effectively and efficiently and that all stakeholders (including investors, suppliers, and regulators) are aware of the Company's values and our intention to uphold them. We will foster an open and supportive environment in all activities and relationships, and make sure that our senior executives demonstrate and reinforce our values in all aspects of our business and in all interactions.

The role of the VTX Board is to provide overall strategic guidance and effective oversight of management, driving the strategic direction of the Company, shaping our corporate culture, and defining the Company's purpose while ensuring appropriate resources are available to meet objectives and monitoring management's performance.

Our Purpose Statement is informed by our Corporate Governance Plan which includes our ESG Policy, Board Charter, Corporate Code of Conduct and Shareholder Communication Strategy all of which assist us in the pursuit of our goals which we believe will cement positive returns and create a solid reputation as a reliable, responsible, and ethical organisation.

VTX's purpose is defined in our Corporate Governance Plan which was approved by the VTX Board 19 October 2021, and the Corporate Governance Statement was accepted by the Board on 27 October 2021. Our Purpose Statement has been approved by our Chair, Roger Jackson and will be published on our website on the ESG metrics page.

Related VTX policies:

- Corporate Governance Plan, Schedule 01, Board Charter, 2021
- Corporate Governance Plan, Schedule 02, Corporate Code of Conduct, 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 23 March 2023

**See Also:** [Corporate Governance Plan](#), [Corporate Governance Statement](#)

## QUALITY OF GOVERNING BODY

### Governance body composition

CODE	TYPE	STATUS	LAST UPDATED
<b>GO-02-C1</b>	<b>Full disclosure</b>	<b>Reported</b>	<b>24 Apr 2023</b>

## 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

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. Below are brief details of the Board’s qualifications, skill set and experience.

### 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, Declan 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.

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)

**See Also:** [Vertex Minerals Ltd Website](#), [Corporate Governance Plan](#), [Corporate Governance Statement](#), [Australian Human Rights Commission Social Inclusion in Australia, 2013](#)

## STAKEHOLDER ENGAGEMENT

### Material issues impacting stakeholders



CODE	TYPE	STATUS	LAST UPDATED
<b>GO-03-C1</b>	<b>Full disclosure</b>	<b>Reported</b>	<b>24 Apr 2023</b>

## MATERIAL ISSUES IMPACTING STAKEHOLDERS

Vertex Minerals Limited (VTX) believes that what is important to our stakeholders is important for us.

Meeting our strategic objectives and fulfilling our Purpose as a mining exploration company requires ongoing engagement with our stakeholders, where we provide timely information and actively encourage feedback.

We promote open communication between VTX and our stakeholders and at the core of our mission is the drive to create value for our stakeholders and communities.

## STAKEHOLDER MAPPING

Who are our stakeholders? How do we engage with them?

Direct Stakeholders:

- Investors & shareholder community
- Suppliers
- Communities

Actively Interested Stakeholders:

- Government Regulators
- Media

## ONGOING STAKEHOLDER ENGAGEMENT AND CONSULTATION

Direct Stakeholders:

- Investors & shareholder community

As per our Schedule 14 Shareholder Communication Policy, information is communicated to shareholders through:

1. The Annual Report delivered by post or via email (if requested by the shareholder), the half yearly report, the quarterly reports – all of which are released to ASX and also placed on the Company's website;

2. Disclosures and announcements made to the ASX, notices and explanatory statements of Annual General Meetings (AGM) and General Meetings (GM), the Chairman of the Board's address and the Managing Director's address made at the AGMs and the GMs, copies of which are released to ASX and placed on the Company's website;
3. The Company's website on which the Company posts all announcements which it makes to the ASX as well as materials distributed at investor or analyst presentations including recordings or transcripts of such presentations; and
4. The auditor's lead engagement partner being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.

As part of the Company's developing investor relations program, shareholders can register with the Company to receive email notifications of when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.

- Suppliers

1. Contractor engagement processes
2. Meetings and other operational communications
3. Induction processes

- Communities

1. Project specific community engagement activities including; personal direct communications & meetings, public notices communications and public meetings.
2. Participation in community-based programs and meetings
3. Employment opportunities
4. Donations

Actively Interested Stakeholders:

- Government Regulators

1. Liaising directly with NSW Regulator personnel, including managers and inspectors, through emails, phone calls, attending seminars and roadshows, face-face meetings, online forums and site inspections.
2. Reports and lodgements.

- Media

1. ASX announcements

2. Website documentation, information, announcements, and notices

3. Linked In

#### MATERIAL ISSUES SNAPSHOT

- Health, safety & wellbeing of our people
- Strong Governance
- Operational & Financial Performance
- Attraction and retention of skilled people
- Business resilience
- Environment & Climate Change
- Stakeholder & Community Engagement, Relationships and Trust

All our ESG Disclosures for each ESG metric are available online at our website with downloadable documents available under our ESG page, including this Material Issues document which describes our stakeholder engagement processes. Our ongoing stakeholder engagement processes will assist us in keeping our Material Issues Snapshot up to date. Our stakeholder interactions will help us to identify any need for changes in our assessment of these priorities over time. VTX is in its infancy as a mining exploration company committed to the sustainable discovery, development, and production of minerals, but we aim to continue to develop our existing stakeholder engagement processes as we grow.

Our Shareholder Communication Policy demonstrates our support of open communication channels between shareholders and other stakeholders. Our Code of Conduct outlines that we want all stakeholders to be aware of the Company's values and our intention to uphold them, while our ESG policy states that we are taking a collaborative and pro-active approach with our stakeholders; and that VTX aims to create shared value with the Company's stakeholders so we can deliver sustainable and long-term benefits in a manner that supports and respects the rights and aspirations of the communities in which the Company operates.

We acknowledge that ongoing analysis and feedback about material issues should be made, and we are confident that our growing relationships with our stakeholders are building trust as we develop and grow as a company. Feedback is being provided directly to us from our community stakeholders, contractors and others and a healthy dialogue continues.

Related VTX policies:

- Corporate Governance Plan, Schedule 01, Board Charter, 2021
- Corporate Governance Plan, Schedule 02, Corporate Code of Conduct, 2021
- Corporate Governance Plan, Schedule 14, Shareholder Communication Policy, 2021
- Corporate Governance Plan, Schedule 15 ESG Policy, 2021
- Corporate Governance Statement, 2021

Sources: Accessed 14 April 2023

**See Also:** [Corporate Governance Plan](#), [Corporate Governance Statement](#)

## ETHICAL BEHAVIOUR

### Anti-corruption practices

CODE	TYPE	STATUS	LAST UPDATED
<b>GO-04-C1</b>	<b>Full disclosure</b>	<b>Verified</b>	<b>19 Apr 2023</b>

Vertex Minerals Limited (VTX) is committed to conducting all of its business activities fairly, honestly, with integrity, and in compliance with all applicable laws, rules and regulations. Its Board, management and employees are dedicated to high ethical standards and recognise and support VTX's commitment to compliance with these standards.

In particular, VTX is committed to preventing any form of Corruption and Bribery and to upholding all laws relevant to these issues, including Anti-Corruption Legislation. In order to support this commitment, VTX has adopted our Anti-Bribery and Anti-Corruption Policy (ABC Policy) to ensure that it has effective procedures in place to prevent Corruption and Bribery.

This ABC Policy applies globally. To the extent that local laws, codes of conduct or other regulations in any countries are more rigorous or restrictive than this ABC Policy, those Local Laws should be followed by any subsidiary operating in that country. Where a country has specific bribery and corruption Local Laws which are less rigorous than this ABC Policy, this ABC Policy prevails. VTX may, from time to time, provide country-specific directions for subsidiaries operating in countries outside of Australia.

Our ABC Policy sets out VTX's requirements in relation to interactions with Officials and Third Parties and it forbids corrupt interactions. In our ABC Policy, references to VTX includes all of its subsidiaries.

In conjunction with our Anti-Bribery and Anti-Corruption Policy, VTX has a Code of Conduct to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins VTX's commitment to integrity and fair dealing in its business affairs and a duty of care to all employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees. In that policy VTX encourages the reporting of any corrupt conduct.

In addition to our Anti-Bribery and Anti-Corruption Policy, Code of Conduct and Whistle Blower Protection Policy, VTX has a Shareholder Communications Strategy to ensure that shareholders are informed of all major developments affecting VTX's state of affairs. This assists VTX in keeping a transparent operating environment in order to prevent or combat corruption and bribery.

VTX holds fast to our Continuous Disclosure Policy and considers this an ongoing initiative against corruption. In accordance with the ASX Listing Rule 3.1, once VTX becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price of value or the Company's securities, VTX must immediately disclose that information to the ASX.

Currently, VTX has not conducted specific training on our anti-corruption policies and procedures but we anticipate the opportunity to deliver this training in the coming financial year. However, our Board members and directors are experienced in corporate policies and have a robust understanding of our anti-bribery and anti-corruption position and policy. Our CEO Roger Jackson is a long-standing member of the Australian Institute of Company Directors.

VTX has had no allegations or incidents of corruption and expects to continue as such and commits to upholding all applicable laws, rules and regulations.

Refer to related VTX policies:

- Corporate Governance Plan, Schedule 02, Corporate Code of Conduct, 2021

• Corporate Governance Plan, Schedule 13, Anti-Bribery and Anti-Corruption Policy, 2021

**See Also:** [Corporate Governance Plan](#)

## RISK AND OPPORTUNITY OVERSIGHT

### Integrating risk and opportunity into business process

CODE	TYPE	STATUS	LAST UPDATED
<b>GO-05-C1</b>	<b>Full disclosure</b>	<b>Verified</b>	<b>24 Apr 2023</b>

### INTEGRATING RISK AND OPPORTUNITY INTO BUSINESS PROCESS

Vertex Minerals Limited is aware that by integrating risk into our strategic plan, we will improve organisational decision making while increasing our agility in the face of threats and opportunities.

VTX is including ESG considerations in all our risk and opportunity management. We are aware that there are wider emerging, non-traditional factors that companies must include when scoping material business risks and opportunities. The VTX Board is looking beyond traditional risks and opportunities and is assessing opportunities through an ESG lens at our exploration and mining sites. Environmental monitoring and data stewardship is an ongoing contributor to the shaping of multiple project plans.

### MANAGING AND DISCLOSING COMPANY-SPECIFIC AND ESG RISKS AND OPPORTUNITIES

The Board's insight and regular oversight of emerging risks helps determine the Company's "risk profile" and the Board is responsible for establishing, overseeing and approving the Company's risk management framework, strategy and policies, internal compliance and internal control.

The Board has delegated to the audit and risk committee responsibility for implementing the risk management system and it encourages proactive considerations beyond traditional risks and the identification of emerging ESG issues. The audit and risk committee submits particular matters to the Board for its approval or review. The role of the audit and risk committee is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting and compliance. Our Audit & Risk Committee Charter sets risk parameters and defines the audit and risk committee's

function, composition, mode of operation, authority, and responsibilities. The ESG Policy, Audit & Risk Committee Charter, Risk Management Policy, Shareholder Communication and other policies listed below inform the VTX Board in its risk management guidance and disclosure.

Among other things the committee oversees and reviews the Company's risk management framework, systems, practices and procedures to ensure effective risk identification and management and compliance with the risk appetite set by the Board, internal guidelines and external requirements; assists management to assess material exposure to environmental or social risks (as those terms are defined in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations – 4th Edition (Recommendations)).

The committee advises on how to manage those risks, report the basis for any determinations to the Board, and where appropriate benchmark the Company's environmental or social risk profile against its peers, consider whether the Company has a material exposure to climate change risk, assist management to determine the key risks to the businesses and prioritise work to manage those risks and also assess whether the Company is required to publish an integrated report or a sustainability report (as those terms are defined in the Recommendations in accordance with a recognised international standard); and review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

The Company's process of risk management and internal compliance and control includes: (a) identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks; (b) formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls; and (c) monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.

To this end, comprehensive practises are in place that are directed towards achieving the following objectives: (a) compliance with applicable laws and regulations; (b) preparation of reliable published financial information; (c) verifying the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, to satisfy the Board that each periodic report is materially accurate, balanced and provides

investors with appropriate information to make informed investment decisions; and (d) implementation of risk transfer strategies where appropriate eg insurance.

The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report, at least annually, to the audit and risk committee.

The Board will review assessments of the effectiveness of risk management and internal compliance and control at least annually. The Company must disclose at least annually whether the Board (or a committee of the Board) has completed a review of the Company's risk management framework to satisfy itself that the framework: (a) continues to be sound; (b) ensures that the Company is operating with due regard to the risk appetite set by the Board; and (c) deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change.

Related VTX policies:

- 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 08, Continuous Disclosure Policy, 2021
- Corporate Governance Plan, Schedule 09, Risk Management Policy, 2021
- Corporate Governance Plan, Schedule 10, Trading Policy, 2021
- Corporate Governance Plan, Schedule 14, Shareholder Communication Policy, 2021
- Corporate Governance Plan, Schedule 15, ESG Policy, 2021
- Corporate Governance Statement, 2021

Sources: Accessed 19 April 2023

**See Also:** [Corporate Governance Plan](#), [Corporate Governance Statement](#)

## ETHICAL BEHAVIOUR

### Mechanisms to protect ethical behaviour



CODE	TYPE	STATUS	LAST UPDATED
<b>GO-04-C2</b>	<b>Full disclosure</b>	<b>Verified</b>	<b>19 Apr 2023</b>

## MECHANISMS TO PROTECT ETHICAL BEHAVIOUR

Vertex Minerals Limited (VTX) is committed to conducting all of its business activities fairly, honestly, with integrity, and in compliance with all applicable laws, rules and regulations. Its Board, management and employees are dedicated to high ethical standards and recognise and support VTX's commitment to compliance with these standards.

VTX is committed to preventing any form of Corruption and Bribery and to upholding all laws relevant to these issues, including Anti-Corruption Legislation. In order to support this commitment, VTX has adopted our Anti-Bribery and Anti-Corruption Policy (ABC Policy) to ensure that it has effective procedures in place to prevent Corruption and Bribery.

In addition to these policies and our Corporate Code of Conduct, VTX has adopted a Whistleblower Protection Policy (Schedule 12 in our Corporate Governance Plan) along with Annexure 1 – Summary of Protections under the Corporations Act and Annexure 2 Summary of Protections under the Taxation Administration Act. All of which are available on our website.

The Company has adopted this Whistleblower Policy to provide instruction on mechanisms for people to seek advice on ethical and lawful behaviour, to report unethical behaviour and:

- (a) encourage and support people to feel confident to speak up safely and securely if they become aware of wrong-doing or illegal or improper conduct within the Company;
- (b) provide information and guidance on how to report such conduct, how reports will be handled and investigated in a timely manner and the support and protections available if a report is made;
- (c) set out the responsibilities of the Company and its management in upholding the Company's commitment to reporting any illegal, unethical or improper conduct; and
- (d) promote ethical behaviour and a culture of speaking up to deter wrong doing.

Our Whistleblower Policy is in compliance with the ASX Corporate Governance Principles and Recommendations – 4th Edition as well as industry standards and the Company's legal and regulatory obligations. Our whistleblowing procedures are in place so that

ethics topics, reports of potential issues and the ways in which these mechanisms are protected encourage robust advice and reporting.

There are clear and formalised internal and external mechanisms for reporting concerns about unlawful or unethical behaviour and/or lack of organisational integrity and for seeking advice about ethical and lawful behaviour and organisational integrity. All of which are outlined in our policies and we address and define the following:

- Who the Whistleblower Policy applies to
- Responsibility for compliance and training
- Consequences of breaching this Whistleblower Policy
- Reportable Matters
- Making a Report
- Investigating a Report
- Support and Protections
- Monitoring and Review

Related VTX policies:

- Corporate Governance Plan, Schedule 01, Board Charter, 2021
- Corporate Governance Plan, Schedule 02, Corporate Code of Conduct, 2021
- Corporate Governance Plan, Schedule 12, Whistleblower Protection Policy, Annexure 1 & Annexure 2, 2021
- Corporate Governance Plan, Schedule 13 Anti-Bribery and Anti Corruption Policy, 2021
- Corporate Governance Statement, 2021

Sources: Accessed 14 April 2023

**See Also:** [Corporate Governance Plan](#), [Corporate Governance Statement](#)

# People

## DIGNITY AND EQUALITY

### Diversity and inclusion

CODE	TYPE	STATUS	LAST UPDATED
PE-01-C1	Full disclosure	Verified	22 Nov 2022

Vertex Minerals Limited (VTX) is committed to creating a diverse and inclusive working environment which fosters opportunity for all and remains free of discrimination of any kind.

As recommended by the Australian Human Rights Commission, we aim to provide the practical support necessary to create a workplace that supports diversity and inclusion. This practical support can include but is not limited to; developing effective policies and procedures in the areas of gender equality and sexual harassment, recruitment and retention of older workers, indigenous workers and those from minority backgrounds, creating cultural diversity, flexible work arrangements for employees with family or carer responsibilities, developing opportunities for employment of people with disabilities and setting goals for gender balance and targets for women and minorities in leadership roles.

VTX endeavours to engage appropriate information and resources to create a diverse and inclusive workplace and supports the Respect@Work initiative from the Minerals Council of Australia. We support the commitment to eliminate sexual harassment in the mining industry.

Although VTX is at this stage a small company with only a handful of employees and contractors we commit to shaping our workforce with guidance from our policies and we aim to collect employee demographics as we grow, to understand what our workforce looks like in comparison to the broader Australian labour market and to identify areas of improvement, setting diversity goals and strategies as we grow.

VTX will never discriminate on any grounds including: age, ethnicity, race, gender, sexual orientation, physical or mental disability, mental health condition, relationship status, religion, or other attributes protected at law and we encourage our suppliers and contractors to conduct their business with the same ethics.

We aim to develop the best systems, policies and practices so we can provide a safe, flexible, inclusive and diverse place of work for all our employees and contractors and we do not support any form of discrimination or harassment, victimisation or bullying.

#### DIVERSITY & INCLUSION BREAKDOWN INDICATORS EMPLOYEE & CONTRACTOR POOL, NOVEMBER 2022

A1. Identify with HR diversity and inclusion breakdown indicators employee and contractor pool

Male

Female

Identify Indigenous

Youth employment (<24)

Older person employment (55+)

Local resident (remote location)

FIFO

Regionally-based

Work remotely/flexible hours

A2. Disclose diversity breakdown of employees and contractor pool

1 x Senior Geologist – Male, Regional based, FIFO, Work remotely/flexible hours (Employee)

1 x Environment & Admin – Female, Regional based, Local Resident, Work remotely/flexible hours (Employee)

1 x Accounts/HR – Female, Work remotely/flexible hours (Employee)

1 x Male, Indigenous, Regionally-based, Local resident, Older person (Contractor)

1 x Male, Youth, Regionally-based, Local Resident (Contractor)

2 x Male, Regionally-based, Local Resident (Contractor)

A3. Disclose diversity breakdown of executive management

1 x Male, Regionally-based, FIFO, Work remotely/flexible hours

A4. Disclose diversity breakdown of Board

Total board members = 4 x Male

Of those 4 board members; 3 x Regionally-based, 4 x Work remotely/flexible hours

#### A5. Promote and improve social and economic inclusion in the workplace

Social and economic inclusion in the workplace is the provision of resources and opportunities for all workers to learn, work and engage with others.

Vertex Minerals Limited (VTX) is committed to creating a healthy workplace and team culture that promotes social and economic inclusion and allows workers to feel that they are heard.

Our social and economic inclusion goals are:

- to provide equal employment opportunities and
- pay parity for women,
- to foster a culture in which all employees and contractors feel comfortable in the workplace, and
- to provide the support all our workers need to succeed at their work – including accessibility of information and resources, workplace tools, techniques, systems, processes and training.

We aim to encourage social connectivity and develop that connectivity so that workers relate well with each other to create successful collaboration and group process outcomes.

To achieve our social and economic inclusion aims and goals we have developed a Diversity and Inclusion Statement and Diversity Policy.

Related VTX policies:

- Corporate Governance Plan, Schedule 11, Diversity Policy, 2021

**See Also:** [Corporate Governance Plan](#)

## HEALTH AND WELL-BEING

### Health and safety

CODE	TYPE	STATUS	LAST UPDATED
<b>PE-02-C1</b>	<b>Full disclosure</b>	<b>Verified</b>	<b>22 Nov 2022</b>

Vertex Minerals Limited (VTX) recognises that a commitment to managing health and safety are crucial to ongoing success. VTX commits to the ongoing management and appropriate reporting/disclosure relating to health and safety at all our project sites, as reflected in our Health Safety and Environment Policy.

We are committed to:

- The prevention of incidents that may lead to injuries or illnesses.
- Operating in accordance with all applicable laws and our Health & Safety standards
- Conducting our activities in line with best practice procedures under an umbrella of continual improvement
- Providing the resources needed to meet our objectives
- Encouraging employee participation and promoting employee awareness of health and safety obligations and healthy workplace culture
- Understanding and respecting expectations of our people and the community in terms of the management of health and safety.
- Complying with our legal obligations to report/disclose WHS data

## HEALTH & SAFETY DISCLOSURE

### NSW Government Resources Regulator Work Health and Safety Reporting

In accordance with NSW Government Resources Regulator requirements, certain mine operators must provide work health and safety reports annually. Each financial year (under clause 130 of the Work Health and Safety (Mines and Petroleum Sites) Regulation 2014) these reports must be submitted within 30 days after June 30 each year.

Work health and safety reports contain information on injuries and illness, as well as other information, such as the total number of hours worked at the mine. This type of information is used by the Resources Regulator for preparing key statistical data on injuries and illness in the mining sector.

### Metalliferous and Extractive Mines

Operators of metalliferous and extractives (non-coal) mines, such as operations held by Vertex Minerals Limited in Hill End NSW, must submit a work health and safety report for each mine each financial year or declare that they meet the following exemption criteria:

- The only activity carried out at the mine during the financial year was 'exploring for minerals' (a report is therefore not required and operators do not need to take any

further action) or

- The total number of hours worked (including additional shifts and overtime) at the mine during the financial year was less than 10,000 hours. For operators of multiple mines, the exemption only applies at an individual mine when the total number of hours worked at that mine is less than 10,000 hours during the reporting period.

Operators of metalliferous and extractives (non-coal) mines that are not classed as 'exploration only' need to log into the NSW Government Resources Regulator portal and submit a work health and safety report for each mine or declare that they meet the exemption criteria.

Currently, Vertex Minerals Limited's Reward Mine Site ML1541 in Hill End NSW meets the exemption criteria and we have submitted the required information into the Resources Regulator Portal to reflect this status. However, as of our last report for the financial year 2021-2022, we are pleased to say that we have no injuries or fatalities to report from our Reward Mine Site ML1541, or across any of our projects.

#### NON-OCCUPATIONAL MEDICAL AND HEALTHCARE SERVICES

Vertex Minerals Limited has a small team of contracted and employed labour across project sites in NSW and WA and as such currently has no program relating to non-occupational medical and/or healthcare services but opportunities and initiatives may arise depending on company growth and commercial success across projects.

## SKILLS FOR THE FUTURE

### Training provided

CODE	TYPE	STATUS	LAST UPDATED
<b>PE-03-C1</b>	<b>Full disclosure</b>	<b>Verified</b>	<b>22 Nov 2022</b>

Vertex Minerals Limited (VTX) is committed to investing in the development of our human capital. In a climate of rapid technological advancements, hybrid working arrangements and increased competition in the hiring and resource pools, VTX is aware that training and skills development will play an increasingly important role in our future-readiness.

As an Australian-based exploration company, at the core of our mission is the drive to create value for our stakeholders and communities. In our first year of trading, we required a small team of specifically skilled employees and contractors with experience

in mining, exploration, geology, environment and administration, so that we could swiftly action our projects.

Due to the existing skillsets of our employees and contractors and the infancy of our operations, training has focused on Inductions, Site Safety Procedures, Daily Safety Protocols and the associated forms, notification systems and general procedures.

VTX acknowledges the value and importance of cultivating the knowledge and skills of our workforce and we commit to constantly reviewing and assessing the training needs of VTX employees and contractors, cultivating learning opportunities and providing training as we grow and succeed moving forward.

An estimated 2 hours per person has been spent on training in the ten months of operating.

An estimated \$320 per person has been spent on training in the ten months of operating.

**See Also:** [Corporate Governance Plan](#)

## DIGNITY AND EQUALITY

### Pay equality

CODE	TYPE	STATUS	LAST UPDATED
PE-01-C2	Partial disclosure	Verified	2 Mar 2023

#### PAY EQUALITY PARTIAL DISCLOSURE STATEMENT

Vertex Minerals Limited (VTX) is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. Its Board, management and employees are dedicated to high ethical standards and recognise and support VTX's commitment to voluntary ESG accountabilities.

We understand that achieving gender equality, including gender pay equity increases efficiency and productivity by attracting the best people for the job and that it reduces staff absence and/or turnover. VTX considers gender equality a key part of our



corporate social responsibility and recognises the importance of this positive message about our values and the relevance of this to all stakeholders.

According to the NSW Minerals Council, "There are a growing number of women working in a range of roles and leadership positions in the NSW mining sector. Many ...companies are increasing the diversity of their workforces and the proportion of female employees they have at mine sites across NSW."

VTX supports and recognises that it is a legal requirement to provide equal pay. At VTX women and men performing the same role are paid the same amount. We also acknowledge that sometimes men and women perform different work that is of equal or comparable value and that such work should be paid equitably. VTX also acknowledges the new Australian legislation amendment; 'Workplace Gender Equality Amendment (Closing the Gender Pay Gap) Bill 2023' requiring employers with more than 100 employees to report their gender pay gap to the Workplace Gender Equality Agency (WGEA) from early 2024.

The Australian Government's Workplace Gender Equality Agency is a statutory agency created by the Workplace Gender Equality Act, 2012. It considers that organisations committed to equal pay will ensure that:

- the wages and conditions of jobs are assessed in a non-discriminatory way. This is done by valuing skills, responsibilities and working conditions in each job or job type (even where the work itself is different) and then remunerating employees accordingly and that
- the workplace's organisational structures and processes do not impede female employees' access to work-based training, promotions or flexible working arrangements.

While understanding that there is a long way to go, VTX is heartened by the WGEA's website report that revealed:

"Between May 2021 and May 2022, the gender pay gap decreased in 11 industries."

Mining was the sixth top performer, coming in at a reduction of 1.2% per person and VTX aims to do our part by continuing to promote pay equality, helping to reduce the gender pay gap which WGEA reports as \$253.50 less for women each week based on a full-time wage, as of November 2022.

A1 & A2. VTX is a small exploration company and as a result has a small team of contracted staff, but we are proud to disclose that our labour force consists of 50/50 male and female core workers at our NSW site, who are paid equally for comparable work.

A3. Additionally, at VTX we believe in equity and equality for all employees or contracted staff from any ethnic and/or cultural background. All workers performing the same role are to be paid the same amount and are entitled to equal employment opportunities at our organisation.

A4. VTX ensures that we have corporate policies to promote equality such as our Corporate Governance Statement and Corporate Governance Plan. Published on our website, these documents include reference to our Remuneration Committee Charter, our Diversity Policy, our ESG Committee Charter and the Performance Evaluation Policy applicable to our Board and senior executives. Additionally, Executive remuneration, Relationship between the remuneration policy and company performance, Service agreements and Remuneration of key management personnel are all published in our Annual Report.

Within our Corporate Governance Statement, VTX explains how our Diversity Policy provides a framework for establishing, achieving, and measuring diversity objectives, including gender diversity. It also outlines the aim to disclose the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce or to set the measurable objective for achieving gender diversity in the composition of its board within a specified period.

The role of the remuneration committee is to assist the Board in monitoring and reviewing any matters of significance affecting the remuneration of the Board and employees of the Company. The Remuneration Committee Charter defines the remuneration committee's function, composition, mode of operation, authority and responsibilities.

Furthermore, the primary purpose of the committee is to support and advise the Board in fulfilling its responsibilities to shareholders by reviewing and approving the executive remuneration policy to enable VTX to attract and retain executives and Directors who will create value for shareholders; reviewing our recruitment, retention and termination policies and procedures for senior management; reviewing and approving any equity-based plans and other incentive schemes.

At VTX, the Board is committed to workplace diversity and supports representation of women in our workforce, at the senior level of VTX and on the Board where appropriate. The Board maintains oversight and responsibility for our continual monitoring of its diversity practices and development of strategies to meet our objectives.

#### Related VTX policies:

- Corporate Governance Statement
- Corporate Governance Plan, Schedule 1, Board Charter, 2021
- Corporate Governance Plan, Schedule 02, Corporate Code of Conduct, 2021
- Corporate Governance Plan, Schedule 04, Remuneration Committee Charter, 2021
- Corporate Governance Plan, Schedule 14, Shareholder Communications Strategy, 2021
- Corporate Governance Plan, Schedule 6 & 15, Environmental, Social and Governance Committee Charter & Policy, 2021
- Corporate Governance Plan, Schedule 11, Diversity Policy

#### Sources:

Accessed 25 February 2023

Australian Government's Workplace Gender Equality Agency

<https://www.wgea.gov.au/tools/gender-strategy-toolkit#the-guide>

<https://www.wgea.gov.au/pay-and-gender/gender-pay-gap-data>

<https://www.wgea.gov.au/newsroom/media-release-national-gender-pay-gap-february-2023>

[https://www.wgea.gov.au/newsroom/WGEA-statement\\_closing-the-gender-pay-gap-bill](https://www.wgea.gov.au/newsroom/WGEA-statement_closing-the-gender-pay-gap-bill)

Media release 8 February 2023

**See Also:** [Vertex Minerals Limited - Corporate Governance Statement & Plan, NSW Minerals Council](#), [Aus Gov's WGEA - Gender Strategy Toolkit](#), [Aus Gov's WGEA - Gender pay gap data](#), [Aus Gov's WGEA - National gender pay gap](#)

## DIGNITY AND EQUALITY

### Wage level

CODE	TYPE	STATUS	LAST UPDATED
PE-01-C3	Explanation	Verified	2 Mar 2023

#### WAGE LEVEL EXPLANATION STATEMENT

Vertex Minerals Limited (VTX) is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. Its Board, management and employees are dedicated to high ethical standards and recognise and support VTX's commitment to voluntary ESG accountabilities.

Recognising that in the US and the UK mandatory reporting of ratios relating to the total compensation of a CEO to the median compensation of a company's employees was introduced in recent years, it was only a matter of time before some iteration of mandatory gender pay gap data collection would be required in Australia.

VTX acknowledges the new Australian legislation amendment; 'Workplace Gender Equality Amendment (Closing the Gender Pay Gap) Bill 2023' requiring employers with more than 100 employees to report their gender pay gap to the Workplace Gender Equality Agency (WGEA) from early 2024.

In a February 2023 media release announcing the amendments, WGEA Director Mary Wooldridge supported the reforms as a significant step forward for gender equality and ensuring workplaces are fair and equal for all Australians saying, 'These amendments will boost transparency, accountability and spur action to accelerate progress on gender equality in workplaces...'

As a small exploration company with a team of less than 100 employees, just entering our second year of operation, VTX at this time has not begun reporting the ESG Wage Level indicator.

However, VTX aims to voluntarily produce the following information in the future:

- Ratio of standard entry level wage to local minimum wage by gender
- Ratio of total compensation of CEO to median compensation of all employees (excluding CEO).

Refer to source links below.

**See Also:** [Corporate Governance Plan](#), [Australian Government's WGEA - National gender pay gap](#), [Australian Government's WGEA - Closing the gender pay gap](#)

## DIGNITY AND EQUALITY

### Child, forced or compulsory labour

CODE	TYPE	STATUS	LAST UPDATED
PE-01-C4	Full disclosure	Verified	22 Nov 2022

At Vertex Minerals Limited we ensure that all stakeholders including investors, suppliers and regulators, are aware of our values and our intention to uphold them.

We foster an open and supportive environment in all activities and relationships, and our senior executives demonstrate and reinforce our values in all aspects of our business and in all interactions. Vertex Minerals Limited is committed to managing its activities to minimise adverse workforce, community or environmental impacts.

The Board believes that our pursuit of these goals will cement a positive reputation in the community as a reliable, responsible and ethical organisation.

This is our first Modern Slavery Statement, and Vertex Minerals Limited commits to reviewing and assessing it every year, so that we can improve and further develop our systems and policies and ensure that all suppliers and stakeholders are aware of our values.

Roger Jackson  
Executive Chairperson

This voluntary statement is made in accordance with the Modern Slavery Act 2018 for the period 01 July 2022 – 30 June 2023.

Our Modern Slavery Statement describes the steps taken by Vertex Minerals Limited to assess and address its modern slavery risks and has been approved by the Board of Vertex Minerals Limited.

A strong environmental, social and governance performance is essential for the success and growth of our business. It underpins our commitment to integrity and fair dealing in our business affairs and to a duty of care to all employees, clients and stakeholders. Our primary objective is to deliver maximum shareholder value through profitable growth and the development of stable and sustainable projects whilst acting lawfully, ethically and responsibly.

At the core of our mission is the drive to create value for our stakeholders and communities ethically and responsibly. To achieve this, the Vertex Minerals Limited board of directors has adopted a number of charters and policies, including our ESG policy, a Modern Slavery Statement and Modern Slavery policy, which aim to ensure that ethical and responsible value is created whilst accountability and controls are commensurate with the risks involved.

Vertex Minerals Limited is committed to preventing and addressing business-related human rights harm and proudly submits our Modern Slavery Statement to the Australian Government's public register.

## SUPPLY CHAINS

A number of suppliers assist us in executing our exploration activities. We engage with a wide range of companies who provide; tools, parts, equipment, diesel, other fuels and lubricants, cleaning & workshop products and solvents, transport and freight service providers, printing, computer and office supplies and the associated equipment and services, PPE and work apparel, energy and telecommunications providers, testing and sampling paraphernalia and associated services. We also engage a number of service contractors as required at varying times such as; locally sourced electricians, plumbers, mechanics, environmental consultants, labourers, carpenters etc.

The majority of the suppliers of these products and services are Australian based companies or manufacturers and we engage directly with these businesses here in Australia.

A number of businesses under the Wesfarmers banner, including Bunnings, Officeworks and K-Mart are suppliers of some PPE, tools and equipment, office supplies and have Modern Slavery Statements on the government's register (see 'Sources'). Other suppliers include Essential Energy and Australian Laboratory Services Pty Ltd both also have Modern Slavery Statements on the register.

We will endeavour to complete a full audit and review throughout the coming financial year.

#### ASSESSING THE RISKS OF MODERN SLAVERY PRACTICES IN OUR OPERATIONS AND SUPPLY CHAINS

Our operations are Australian based, providing a much lower risk of Modern Slavery in terms of labour hire. The employees and contractors who have been engaged have liaised directly with us in the hiring process. This Australian based, direct recruitment process relates to professional, skilled and semi-skilled workers and because it is a direct process, it has minimised the potential for the Modern Slavery risk sometimes found in labour hire and cleaning services.

During our assessment of our supply chain, we identified that the greatest risk of exposure to Modern Slavery for our company is through the manufacturers who supply our suppliers.

The areas of procurement which appeared to us as most at risk included:

- PPE – including gloves, masks, eyewear etc
- Work apparel and footwear
- Hi Vis clothing
- Transport services including overseas freight

However, the majority of our purchases were conducted through the groups mentioned under the heading 'Supply Chains'. These groups have developed and listed their Modern Slavery Statements, showing their commitment to preventing Modern Slavery. We will continue to review and improve our processes.

Actions taken to assess and address modern slavery risks, including due diligence and remediation processes

At Vertex Minerals Limited, we have developed our Modern Slavery Statement in conjunction with our Modern Slavery Policy and we are currently designing other in-house tools and systems that can better equip us to monitor and assess our suppliers' vulnerabilities to modern slavery with a future goal of making sure that all our suppliers are aware of our values and principles in relation to this issue and to prevent any involvement with potential modern slavery through those suppliers. We aim to improve our systems and actions every year as we review our Modern Slavery Statements and policies.

The actions we have taken or plan to take in the period of this Modern Slavery Statement 2022 – 2023 FY include:

- We have developed a Modern Slavery Statement and associated policy
- We have researched our key suppliers and identified that they have issued Modern Slavery Statements
- We will continue assessing our risks and vulnerabilities to modern slavery
- Reviewing our suppliers and investigating those supplier's positions, policies and/or actions in relation to modern slavery
- Consider training mechanisms to educate employees and contractors about modern slavery
- Consider mechanisms to extend the awareness of our values and principles to our suppliers
- Develop and improve review processes to assess and measure our due diligence and remediation systems each year

#### ASSESSING THE EFFECTIVENESS OF OUR DUE DILIGENCE AND REMEDIATION PROCESSES

This is our first Modern Slavery Statement. During the process of developing it, along with our associated policy, we have improved our understanding of modern slavery. We have initiated the processes of assessing our vulnerabilities to modern slavery through our supply chain and this reflection has caused us to take action by reviewing the products we are being supplied with, who our suppliers are and what risks we may be exposed to along those supply chains.

With the planned review of our Modern Slavery Statement next year (July 2023), we will have the chance to reflect on our due diligence and remediation processes with the aim of constantly improving every year.

**See Also:** [CORPORATE GOVERNANCE PLAN](#), [Modern Slavery Statement/Policy](#)