# **Appendix 4G**

## **Key to Disclosures**

## **Corporate Governance Council Principles and Recommendations**

Name of entity		
Belararox Limited		
ABN/ARBN		Financial year ended:
649 500 907		30 June 2024
Our corporate governance statem	ent <sup>1</sup> for the period above can be fo	ound at:2
This URL on our website:	https://www.belararox.com.au/site/ab	oout/corporate-governance
The Corporate Governance States been approved by the board.	ment is accurate and up to date as	at 27 September 2024 and has
The annexure includes a key to w	here our corporate governance dis	closures can be located.3
Date: 27 September 2024		
Name of authorised officer authorising lodgement:	Board of Directors	

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of ASX Listing Rules Appendix 4G

<sup>&</sup>lt;sup>1</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

- <sup>2</sup> Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.
- <sup>3</sup> Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

- <sup>4</sup> Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "insert location" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate governance/charters/").
- <sup>5</sup> If you have followed all of the Council's recommendations in <u>full</u> for the <u>whole</u> of the period above, you can, if you wish, delete this column from the form and re-format it.

#### ANNEXURE - KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corpo	rate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:5
PRINC	CIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND O	/ERSIGHT	
1.1	A listed entity should have and disclose a board charter setting out:     (a) the respective roles and responsibilities of its board and management; and     (b) those matters expressly reserved to the board and those delegated to management.	The Company has adopted a Board Charter setting out the roles and responsibilities at: <a href="https://www.belararox.com.au/site/about/corporate-governance">https://www.belararox.com.au/site/about/corporate-governance</a>	
1.2	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.	The Company has a policy for undertaking background checks on new executives prior to appointment.  The annual report and notice of meetings contain all relevant information about directors.  The Policy can be found at: <a href="https://www.belararox.com.au/site/about/corporate-governance">https://www.belararox.com.au/site/about/corporate-governance</a>	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	The Company has a policy for ensuring appropriate agreements are in place under the Remuneration and Nomination Committee Charter The Charter can be found at: <a href="https://www.belararox.com.au/site/about/corporate-governance">https://www.belararox.com.au/site/about/corporate-governance</a>	
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	The Company Secretary is accountable to the board under the Board charter. The Charter can be found at:  https://www.belararox.com.au/site/about/corporate-governance	

Corp	orate Governance Council recommendation	Where a box below is ticked, we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:5
1.5	A listed entity should:  (a) have and disclose a diversity policy;  (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and  (c) disclose in relation to each reporting period:  (1) the measurable objectives set for that period to achieve gender diversity;  (2) the entity's progress towards achieving those objectives; and  (3) either:  (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  (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.		·
	commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.		

## Key to Disclosures Corporate Governance Council Principles and Recommendations

1.6	A listed entity should:     (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and     (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	The Company has adopted a process for the performance evaluation of the board and directors.  A board evaluation was completed post the 30 June year end.  The Performance Evaluation Policy can be found at: <a href="https://www.belararox.com.au/site/about/corporate-governance">https://www.belararox.com.au/site/about/corporate-governance</a>	
1.7	A listed entity should:     (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and     (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.	The Company has adopted a process for the evaluation of executives under the Remuneration and Nomination Committee Charter.  The Managing Director performs informal reviews of senior executives.  The Policy can be found at: <a href="https://www.belararox.com.au/site/about/corporate-governance">https://www.belararox.com.au/site/about/corporate-governance</a>	

Corpora	te Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
PRINCIP	LE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD	VALUE	
2.1	The board of a listed entity should:  (a) have a nomination committee which:  (1) has at least three members, a majority of whom are independent directors; and  (2) is chaired by an independent director, and disclose:  (3) the charter of the committee;  (4) the members of the committee; and  (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  (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.		The Company has adopted a Remuneration and Nomination Committee Charter.  Due to the size of the Board, the Company does not have a separate nomination committee. The roles and responsibilities of a nomination committee is currently undertaken by the Board.  Mr Traicos is regarded as independent Non-Executive Directors.  Arvind Misra is not considered independent on the basis that he is employed in an executive capacity as Managing Director.  Mr Neil Warburton is not considered independent on the basis that he has been a substantial shareholder.  Mr Ward is not considered independent as he has been a vendor of a project.  The Charter can be found at: <a href="https://www.belararox.com.au/site/about/corporate-governance">https://www.belararox.com.au/site/about/corporate-governance</a>
2.2	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.	The Company has disclosed the skills of each Board member on page 34 of the annual report.  A review of the Board's skills was also completed post the year end and is available on the Company's website.	

Corpora	te Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. Wehave disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.3	A listed entity should disclose:  (a) the names of the directors considered by the board to be independent directors;  (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board 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  (c) the length of service of each director.	The role of each director is set out on page 34 of the Annual report.  Mr Traicos is regarded as independent Non-Executive Directors.  Arvind Misra is not considered independent on the basis that he is employed in an executive capacity as Managing Director.  Mr Neil Warburton is not considered independent on the basis that he has been a substantial shareholder.  Mr Ward is not considered independent as he has been a vendor of a project.	
2.4	A majority of the board of a listed entity should be independent directors.		Only 1 of the 4 directors are deemed independent.
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the sameperson as the CEO of the entity.		Mr Warburton is the Chairperson but not considered independent  Mr Arvind Misra is the Managing Director.

2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a needfor existing directors to undertake professional development tomaintain the skills and knowledge needed to perform their roleas directors effectively.	The Company has adopted a process for the induction of executives under the Remuneration and Nomination Committee Charter.  Directors are encouraged to undertake professional development at the Company's expense.  The Charter can be found at: <a href="https://www.belararox.com.au/site/about/corporate-governance">https://www.belararox.com.au/site/about/corporate-governance</a>	
	LE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AN		
3.1	A listed entity should articulate and disclose its values.	The Company has a statement of values.  The Statement can be found at: <a href="https://www.belararox.com.au/site/about/corporate-governance">https://www.belararox.com.au/site/about/corporate-governance</a>	
3.2	A listed entity should:         (a) have and disclose a code of conduct for its directors, senior executives and employees; and         (b) ensure that the board or a committee of the board is informed of any material breaches of that code by a director or senior executive; and         (2) any other material breaches of that code that call into question the culture of the organisation.	The Company has a Code of Conduct.  The Statement can be found at: <a href="https://www.belararox.com.au/site/about/corporate-governance">https://www.belararox.com.au/site/about/corporate-governance</a>	
3.3	A listed entity should:  (a) have and disclose a whistleblower policy; and  (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	The Company has a Whistleblower Policy.  The Statement can be found at: <a href="https://www.belararox.com.au/site/about/corporate-governance">https://www.belararox.com.au/site/about/corporate-governance</a>	
3.4	A listed entity should:  (a) have and disclose an anti-bribery and corruption policy;and  (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	The Company has an Anti-Bribery and Corruption Policy.  The Statement can be found at: <a href="https://www.belararox.com.au/site/about/corporate-governance">https://www.belararox.com.au/site/about/corporate-governance</a>	

Corpora	te Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. Wehave disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:5
PRINCIF	PLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS		
4.1	The board of a listed entity should:  (a) have an audit committee which:  (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and  (2) is chaired by an independent director, who is notthe chair of the board,  and disclose:  (3) the charter of the committee;		The Company has adopted an Audit Charter.  Due to the size of the Board, the Company does not have a separate audit committee. The roles and responsibilities of a audit committee is currently undertaken by the Board.  Mr Traicos is regarded as independent Non-Executive Directors.  Arvind Misra is not considered independent on the basis that he is employed in an executive capacity as Managing Director.  Mr Neil Warburton is not considered independent on the
	<ul> <li>(4) the relevant qualifications and experience of the members of the committee; and</li> <li>(5) in relation to each reporting period, the number of times the committee met throughout the period andthe individual attendances of the members at those meetings; or</li> <li>(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 removalof the external auditor and the rotation of the audit engagement partner.</li> </ul>		basis that he has been a substantial shareholder.  Mr Ward is not considered independent as he has been a vendor of a project.  The Charter can be found at:  https://www.belararox.com.au/site/about/corporate-governance
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of riskmanagement and internal control which is	The Company receives a declaration from the Executive Directorand the CFO under Section 295A.	

	operating effectively.		
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	The Company has a process where the reports are prepared by the Managing Director and/or the Chief Financial Officer, and then reviewed by the Company Secretary before the Board approves therelease to the ASX.	
Corporat	e Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. Wehave disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
PRINCIP	LE 5 – MAKE TIMELY AND BALANCED DISCLOSURE		
5.1	A listed entity should have and disclose a written policy for	The Company has adopted a Continuous Disclosure Policy.	
	complying with its continuous disclosure obligations under listing rule 3.1.	The Statement can be found at:	
		https://www.belararox.com.au/site/about/corporate-governance	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Any announcement is drafted by the appropriate department then reviewed by the Company Secretary before board approval. The announcement is then released to the ASX.	
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentationmaterials on the ASX Market Announcements Platform aheadof the presentation.	All investor presentations with any new information are released to the ASX ahead of any meeting.	
PRINCIP	LE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS		
6.1	A listed entity should provide information about itself and its	Appropriate information can be found at:	
	governance to investors via its website.	https://www.belararox.com.au/site/about/corporate-	
		governance	
6.2	A listed entity should have an investor relations program that	The Company has adopted a Shareholder Communication Policy.	
	facilitates effective two-way communication with investors.	The Statement can be found at:	
		https://www.belararox.com.au/site/about/corporate-governance	

6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	All shareholders are encouraged to ask questions and given theopportunity to ask questions at each security holder meeting.	
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	All resolutions dealing with ASX Listing Rule issues are decidedbased on a poll.	
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	All shareholders are offered electronic communications.	
Corpor	ate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. Wehave disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:5
PRINCI	PLE 7 – RECOGNISE AND MANAGE RISK		
7.1	The board of a listed entity should:		The Company has adopted a Risk Committee Charter.
	<ul> <li>(a) have a committee or committees to oversee risk, each of which:</li> <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> </ul>		Due to the size of the Board, the Company does not have a separate risk committee. The roles and responsibilities of a risk committee is currently undertaken by the Board.  Mr Traicos is regarded as independent Non-Executive Directors.  Arvind Misra is not considered independent on the basis that he is employed in an executive capacity as Managing Director.  Mr Neil Warburton is not considered independent on the basis that he has been a substantial shareholder.  Mr Ward is not considered independent as he has been a vendor of a project.
	(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.		The Charter can be found at:  https://www.belararox.com.au/site/about/corporate-governance

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7.2	The board or a committee of the board should:  (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound andthat the entity is operating with due regard to the risk appetite set by the board; and  (b) disclose, in relation to each reporting period, whether such a review has taken place.	Under the audit and risk management charter, a review is carried outannually.  The Company also maintains a Corporate Risk Register which ispresented to the Board.	
7.3	A listed entity should disclose:     (a) if it has an internal audit function, how the function is structured and what role it performs; or     (b) if it does not have an internal audit function, that fact andthe processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	The Company employs a Chief Financial Officer who prepares the Company's accounts. This is then reviewed by the Executive Director, and board members. The Accounts are also review by an external auditor.  Management maintains a Corporate Risk Register which is presented to the Board.	
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how itmanages or intends to manage those risks.	The Company has environmental exposure when it conducts exploration works. The Company hires competent experts to reducethe risks associated with environmental damage.	

Corpora	ate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation in <u>full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:5
PRINCI	PLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY		
8.1	The board of a listed entity should:  (a) have a remuneration committee which:		The Company has adopted a Remuneration and Nomination Committee Charter.
	(1) has at least three members, a majority of whom are independent directors; and  (2) is chaired by an independent director,		Due to the size of the Board, the Company does not have a separate remuneration committee. The roles and responsibilities of a remuneration committee is currently undertaken by the Board.
	and disclose:  (3) the charter of the committee;		Mr Traicos is regarded as independent Non-Executive Directors.
	<ul> <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</li> </ul>		Arvind Misra is not considered independent on the basis that he is employed in an executive capacity as Managing Director.
	and the individual attendances of the members at those meetings; or		Mr Neil Warburton is not considered independent on the basis that he has been a substantial shareholder.
	(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level		Mr Ward is not considered independent as he has been a vendor of a project.
	and composition of remuneration for directors and senior executives and ensuring that such remuneration is		The Charter can be found at:
	appropriate and not excessive.		https://www.belararox.com.au/site/about/corporate-governance
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Each director is paid a fixed remuneration as stated on page 39 of the Annual Report.	
8.3	A listed entity which has an equity-based remuneration scheme should:	The Company has adopted an Employee Securities IncentivePlan dealing with equity-based remuneration.	
	(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	The Plan prohibits the use any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to any	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

	participating in the scheme; and	Options or Performance Rights.	
	(b) disclose that policy or a summary of it.		
Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
ADDIT	ONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CA	ASES	
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.		We do not have a director in this position and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.		We are established in Australia and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.		We are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable