

Governance Framework

In fulfilling its obligations and responsibilities to its various stakeholders, the Board of Directors (the **Board**) of Emerald Resources NL (**Emerald** or the **Company**) is a strong advocate of corporate governance and as a listed entity, the Company must comply with the *Corporations Act 2001* (Cth) and the ASX Listing Rules. The Company's corporate governance policies and practices are reviewed annually to ensure they are consistent with the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations" (Recommendations) and to ensure they reflect changes in the Company's growth, operational status, legislation and accepted good practice.

This Corporate Governance Statement has been prepared on the basis of disclosure under the 4th Edition of the published ASX Corporate Governance Council's Principles and Recommendations. Details of the Company's compliance with these principles are summarised in the Appendix 4G announced to ASX in conjunction with the Annual Report. This statement describes how Emerald has addressed the Council's guidelines and eight corporate governance principles and where the Company's corporate governance practices depart from a recommendation, the Company discloses the reason for adoption of its own practices on an "if not, why not" basis.

Given the size and stage of development of the Company and the cost of strict compliance with all the recommendations, the Board has adopted a range of modified procedures and practices which it considers appropriate to enable it to meet the principles of good corporate governance. The information in this statement is current as at 30 June 2024.

All governance-related documents including the Board and Committee Charters and key policies, can be accessed in the corporate governance section of the Company's website at www.emeraldresources.com.au.

Emerald has a highly experienced Board and management team, undoubtedly one of the best credentialed gold development teams in Australia, with a proven history of developing projects successfully, quickly and cost effectively. They are a team of highly competent mining engineers and geologists who have overseen the successful development of gold projects in developing countries such as the Bonikro Gold Project in Cote d'Ivoire for Equigold NL and now the Okvau Gold Mine in Cambodia, in a corporately responsible manner.

Emerald recognises the importance of its people in building a strong and successful organisation, particularly when developing a new operation, Emerald has focused on developing the right culture across the organisation. This effort is strongly supported by the Board, executive team and key staff, who demonstrate the right attributes and qualities. Our commitment extends to both our Australian and Cambodian employees, who share our belief in the benefits of our engagement and development efforts in both countries and for all involved.

High performance and open communication are strong aspects of our culture and we have been instilling this in our teams in Australia and Cambodia with regular discussions to ensure our team know what is expected of them, both operationally and behaviourally, and are recognised for their good work.

Emerald's purpose is to create long-term stakeholder and shareholder value through the sustainable discovery, acquisition and development of natural resources, primarily in the gold mining industry. The Board is targeting the highest standards of corporate governance to continue their track record of delivering this value. This was reflected during the year with Emerald's inclusion in the ASX 300 for the first time in September 2023 and inclusion in the ASX 200 for the first time in November 2023.

Culture & Values



With an uncompromising focus on having a net positive impact on near-mine environmental and social values, targeting strict compliance with best practice corporate governance, meeting international guidelines (IFC PS's) and local laws, our values of honesty, respect, safety, performance, accountability and collaboration will ensure that we earn and retain our social licence to operate.

With safety at the forefront of everything we do, if it is unsafe to operate, we will not operate.

1. Principle 1 | Lay solid foundations for management and oversight

The main function of the Board is to lead and oversee the management and strategic direction of the Company. The Board regularly measures the performance of management in implementation of the strategy through regular Board meetings.

The Board of Emerald ensures that each member understands its roles and responsibilities and ensures regular meetings to retain full and effective control of the Company.

Each director's biographical information, including their relevant experience, the skills they bring to the Board and a list of other directorships held, is included in the Director's Report section of the 2024 Annual Report.

1.1 Role of the Board

Emerald has adopted a formal Board Charter delineating the roles, responsibilities, practices and expectations of the Board collectively, the individual Directors and management.

The Board responsibilities are as follow:

- Setting the strategic aims of Emerald and overseeing management's performance within that framework;
- Making sure that the necessary resources (financial and human) are available to the Company and management to meet its objectives;
- Overseeing and measuring management's performance of the Company's strategic plan;
- Selecting and appointing a Managing Director (or equivalent) with the appropriate skills to help the Company in the pursuit of its objectives;
- Controlling and approving financial reporting, capital structures and material contracts;
- Ensuring that a sound system of risk management and internal controls is in place;
- Setting the Company's values and standards;
- Undertaking a formal and rigorous review of the Corporate Governance policies to ensure adherence to the ASX Corporate Governance Council principles;
- Ensuring that the Company's obligations to shareholders are understood and met;
- Ensuring the health, safety and well-being of employees in conjunction with management, developing, overseeing and reviewing the effectiveness of the Company's occupational health and safety systems to assure the well-being of all employees;
- Ensuring an adequate system is in place for the proper delegation of duties for the effective day to day running of the Company without the Board losing sight of the direction that the Company is taking; and
- Ensuring that diversity and inclusion form part of the Company's values and standards.

1.2 Delegation to Management

Other than matters specifically reserved for the Board, responsibility for the operation and administration of the Company has been delegated to the Managing Director. This responsibility is subject to an approved delegation of authority which is reviewed regularly and at least annually.

Internal control processes are designed to allow management to operate within the parameters approved by the Board and the Managing Director cannot commit the Company to additional activities or obligations in excess of these delegated authorities without specific approval of the Board.

1.3 Election of Directors

The Remuneration and Nomination Committee is responsible for overseeing the selection process of new directors and will undertake appropriate checks before recommending the appointment of a new director or putting forward a candidate for election as a director to the Board.

All relevant information is to be provided in the Notice of Meeting seeking the election or re-election of a director including:

- biographical details including qualifications and experience;
- other directorships and material interests;
- term of office;
- statement by the Board on independence of the director;
- statement by the Board as to whether it supports the election or re-election; and
- any other material information.

1.4 Terms of Appointment

1.4.1 Non-Executive Director

To facilitate a clear understanding of roles and responsibilities all non-executive directors have signed a letter of appointment. This letter of appointment includes acknowledgement of:

- director responsibilities under the Corporations Act, Listing Rules, the Company's Construction and other applicable laws;
- corporate governance processes and Company policies;
- Board and committee meeting obligations;
- conflict and confidentiality procedures;
- securities trading and required disclosures;
- access to independent advice and employees;
- confidentiality obligations;
- director's fees;
- expense reimbursements;
- directors and officer's insurance arrangements;
- other directorship and time commitments; and
- Board performance review.

1.4.2 Managing Director and Executive Director

The Managing Director and Executive Director have signed executive services agreements. For further information in relation to the terms of these agreements, refer to the Remuneration Report included in the 2024 Annual Report.

1.5 Role of Company Secretary

The Company Secretary is accountable to the Board for:

- Advising the Board and committees on corporate governance matters;
- The compilation and distribution of Board and committee papers;
- Completion of Board and committee minutes; and
- The facilitation of director induction processes and ongoing professional development of directors.

The Company Secretary is Mr Mark Clements (appointed 20 August 2014). Mr Clements has an extensive range of experience in capital management, finance, financial reporting, corporate strategy and governance across a range of industries. He is Fellow of the Chartered Accountants Australia and New Zealand, Fellow of the Governance Institute of Australia and a Member of the Australian Institute of Company Directors.

All directors have access to the Company Secretary who has a direct reporting line to the Chairman.

1.6 Diversity and Inclusion

The Board values diversity and inclusion in all aspects of its business and is committed to creating a working environment that recognises and utilises the contribution of its employees and contractors. The Company's Diversity and Inclusion Policy is available on the Company's website. The purpose of this policy is to promote diversity, inclusion and equality to all employment matters.

The Company is committed to recruiting and managing individuals based on their ability, qualifications for the position, and performance, regardless of gender, age, marital status, sexuality, nationality, race/cultural background, religious or political opinions, family responsibilities or disability. The Company opposes all forms of unlawful and unfair discrimination.

The Company has established a culture and reputation which has created a diverse and inclusive workforce. The Company employs 49 women working across a variety of roles which include environment and community management, laboratory supervisors, mining engineers, geologists, metallurgical technicians, administration and camp. There are a number of employees who have a disability who form part of the Company's workforce.

Diversity and inclusivity values are also supported and heavily aligned by the Company's major contractor in Cambodia, OPMS, who maintain a minimum quota of female drivers for their mining fleet. The Company's wholly owned subsidiary, Renaissance Minerals (Cambodia) Limited (RMCL) and OPMS have established a Vocational Students Program in conjunction with the Institute of Technology Cambodia (ITC) and Mondulkiri Provincial Training Centre (MPTC) to provide trade and technical internships, many of whom are ethnic women, who have now commenced full time employment.

During the year RMCL completed their annual intake of trades students from the Mondulkiri Provincial Training Centre. Three ethnic women were amongst the top students this year. They completed a three month internship and have now commenced full time employment with RMCL, one as an electrician and the other two as dual trade fitter and fabricators. In addition, RMCL undertook a cross transfer with OPMS for two camp cleaners to become truck drivers. Two new local women were employed by RMCL in the camp in their place. The ITC technical internship comprises a placement of fourth year university students over a six week program. The recent intake included four females and two males.

RMCL also hosts an annual Open Day to engage with the community by inviting them to site to view the operations. This year was the third time the event had taken place and attendees were given the opportunity to formally register their interest in working at the Okvau Gold Mine. A total of 45 people ranging in age from 18 to 42 expressed an interest in working with RMCL and OPMS.

Included in the Company's leadership group are non-executive director, Ms Billie Jean Slott, who is also on the Board of RMCL, Chief Financial Officer, Ms Shannon Campbell and Group Environment and Community Manager, Ms Melinda Malkiewicz. The Company is well represented by females in senior roles in milling, laboratory, geology, engineering, finance and administration and environment.

The Board recognises corporate governance guidelines recommend having at least one more female representative on a Board of our scale and the Remuneration and Nomination Committee remains focused on resolving the gender imbalance on the Board by continuing to identify a pipeline of suitably qualified candidates with careful consideration of those who strengthen the Board skills matrix noting that in the past, when seeking to identify suitable independent, non-executive directors, several female candidates were considered as part of the Board competencies analysis. However, these candidates were not selected due to their existing commitments, conflicts of interest or concerns in relation to over-boarding. The Board considers that the current composition of directors offers the optimal blend of qualifications and expertise and can understand and competently deal with current and emerging business issues and can effectively review and challenge the performance of management.

The Company has adopted the following measurable objectives for achieving diversity and inclusivity on an annual basis:

Measurable Objective	Objective Satisfied	Comment
Adoption and promotion of a formal diversity and inclusion standard	✓	The Company has adopted a formal Diversity and Inclusion standard which is available on the Company's website
Company policies and standards are aligned with the diversity and inclusion standard	✓	The Company's practices for selection, remuneration and promotion are capability and performance based and as such are consistent with the goals of the Company's Diversity and Inclusion standards.
Create clear and transparent policies for rewarding and recognising employees	✓	The Company grants reward and promotion based on merit as part of its annual and on-going review processes.

As part of the Company's commitment to fostering diversity and inclusion, its corporate governance framework includes measurable objectives aimed at achieving a minimum of 30% representation of directors for each gender and targeting to attain the 40:40:20 gender balance target in executive leadership by 2030. The Board acknowledges the challenges posed by operating in an industry which is seeking to increase the number of female representatives within it and is actively seeking to resolve this by providing highly rewarding career pathways as demonstrated by the RMCL and OPMS examples above. In addition, from a Board composition perspective, the Remuneration and Nomination Committee are cognisant of the high demand for individuals with specific skills and experience aligned with the Company's current strategic direction compounded by the limited availability of female directors who are not over-boarded or directors of competing companies within the peer group.

Despite these challenges, the Company remains steadfast in its commitment to actively seek qualified candidates from diverse backgrounds to ensure:

- a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
- a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- improved employment and career development opportunities for women;
- a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and
- awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect of diversity.

The following Diversity Table details the proportions of men and women on the Board, in senior management positions and company-wide. Senior management means those in leadership positions within the Company.

Table 12 | Diversity Table as at 30 June 2024

	Total workforce		Senior Management		Board	
	FY24	FY23	FY24	FY23	FY24	FY23
Full time males	258	215	12	12	2	2
Full time females	47	48	3	3	-	-
Part time males	3	6	-	-	4	5
Part time females	2	1	-	-	1	1
	310	270	15	15	7	8
% of females	15.8%	18.1%	20%	20%	14.3%	12.5%

The following senior positions within the Company are currently held by female employees:

- Non-Executive Director
- Chief Financial Officer
- Group Environment and Community Manager

The Board is aware that many studies suggest that greater diversity at Board and management level creates a positive force for driving corporate performance as qualified and committed directors with different backgrounds, experiences and knowledges will likely enhance corporate performance. In that regard, the Board is continuously reviewing the composition and it is likely there may be retirements which address the diversity imbalance as part of this, in the near term.

1.7 Performance Review

1.7.1 Board and Board Committees

A performance review of the Board, individual directors (including the Managing Director), committees of the Board, the Company and management is conducted annually, and the performance of individual directors is undertaken regularly. The Board has the discretion for these reviews to be conducted either independently or on a self-assessment basis.

The review focuses on:

- strategic alignment and engagement;
- Board composition and structure;
- processes and practices;
- culture and dynamics;
- relationship with management; and
- personal effectiveness.

A formal review of the Board's performance and effectiveness was conducted during the reporting period in accordance with the Performance Evaluation Policy.

1.7.2 Managing Director and Senior Executives

Performance evaluation of the Managing Director and Executive Director, senior executives and employees is undertaken annually through a performance appraisal process which involves reviewing and assessment of performance against agreed corporate and individual key performance indicators and deliverables.

A formal review of Managing Director, Executive Director and senior executives' performance and effectiveness was conducted in the reporting period in accordance with the Performance Evaluation Policy.

For further information in relation to the respective remuneration of the Managing Director, Executive Director and other KMP, refer to the Remuneration Report included in the Directors' Report for the current financial year.

1.8 Retirement and Rotation of Directors

Retirement and rotation of directors are governed by the Corporations Act 2001 and the Constitutions of the Company. Each year, one third of directors must retire and may offer themselves for re-election. Any casual vacancy filled will be subject to shareholder vote at the next Annual General meeting of the Company. It is intended that independent non-executive chair, Mr Jay Hughes (last re-elected in November 2022) and Executive Director, Mr Michael Evans (last re-elected in November 2021) will stand for re-election by rotation at the Company's Annual General Meeting.

The remaining directors who have previously offered themselves for re-election, excluding the Managing Director, are independent Non-Executive Director, Mr Michael Bowen (re-elected November 2022), independent non-executive

director, Ms Billie Slott (re-elected November 2023) independent non-executive director, Mr Simon Lee AO (re-elected November 2023) and non-executive director, Mr Ross Stanley (re-elected in November 2022).

1.9 Independent Professional Advice

Each director of the Company or controlled entity has the right to seek independent professional advice at the expense of the Company or the controlled entity. However prior approval of the Chairman is required which will not be unreasonably withheld.

1.10 Access to employees

Directors have the right of access to any employee. Any employee shall report any breach of corporate governance principles or Company policies to the Managing Director who shall remedy the breach. If the breach is not rectified to the satisfaction of the employee, they shall have the right to report any breach to an independent director without further reference to senior executives of the Company.

1.11 Directors' and officers' liability insurance

Directors' and officers' liability insurance is maintained by the Company for the Directors and senior executives at the Company's expenses.

1.12 Board Meetings

The frequency of Board meetings and the extent of reporting from management at board meetings are as follows:

- A minimum of four scheduled meetings are to be held per year;
- Other meetings will be held as required;
- Meetings can be held where practicable by electronic means;
- Information provided to the Board includes all material information related to the operations of the Company including exploration, development and production operations, budgets, forecasts, cash flows, funding requirements, investment and divestment proposals, business development activities, investor relations, financial accounts, taxation, external audits, internal controls, risk assessments, people and health, safety and environmental reports and statistics;
- the Chair of the appropriate Board committee will report to the next subsequent Board meeting the outcomes of that meeting, and the minutes of those committee meetings are also tabled.

1.13 Meeting Attendance

The number of directors' meetings (including meetings of the committees of directors) and the number of meetings attended by each of the directors of the Company during the financial year are set out in the Directors' Report in the 2024 Annual Report.

2. Principle 2 | Structure the Board to be effective and add value

2.1 Composition of the Board

The Board members as at the date of this report are:

Table 13 | Board Composition

Name	Position	Date of Appointment	Length of service	Independent
Mr Jay Hughes	Non-Executive Chairman	13 September 2022	1 year 11 months	Yes
Mr Morgan Hart	Managing Director	30 July 2014	10 years 1 month	No
Mr Michael Evans	Executive Director	3 October 2018	5 years 10 months	No
Mr Simon Lee AO	Non-Executive Director	20 August 2014	10 years	Yes
Mr Ross Stanley	Non-Executive Director	20 August 2014	10 years	No
Ms Billie Jean Slott	Non-Executive Director	4 October 2021	2 years 10 months	Yes
Mr Michael Bowen	Non-Executive Director	13 September 2022	1 year 11 months	Yes

The ASX guidance requires a majority of the Board to be independent directors. The ASX guidance on factors relevant to an assessment of independence includes interest, positions, associations or relationships which might interfere with, or be reasonably seen to interfere with, a director's capacity to bring independent judgement to bear on issues before the Board and to act in the best interest of the entity and its security holders generally.

In accordance with this guidance on 1 March 2024, non-executive director, Mr Mark Clements stepped down from the Board and committees to focus upon his role as full-time Company Secretary. As shown in the table above, the Board now comprises a majority of independent directors with 4 of the 7 directors considered independent. The committees also comprise only independent directors.

In summary, Ms Billie Jean Slott, Mr Jay Hughes and Mr Michael Bowen are considered to be independent. Mr Simon Lee AO is also considered by the Board as independent as he is not a director, shareholder or involved in the

management or direct any decision making of SHL Pty Ltd. SHL Pty Ltd forms part of the Realee Pty Ltd group which has a diversified portfolio of equity investments which is controlled and actively managed by Mr Lee's children. The Board is of the opinion that this relationship does not materially influence or could reasonably be perceived to materially influence his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity and its security holders generally.

Mr Ross Stanley (appointed 20 August 2014) is not considered to be independent due to his substantial shareholding in the Company.

Mr Morgan Hart (appointed as a director on 30 July 2014 and Managing Director on 20 August 2014) and Mr Michael Evans (appointed as Executive Director on 3 October 2018 and most recently re-elected on 25 November 2021) do not meet the criteria for an independent director due to their executive roles.

The Board has addressed its composition as the Company has transitioned from an explorer to producer. The Board is also aware that due to the Company's inclusion in the last 12 months in the ASX 300 for the first time (September 2023) and inclusion in the ASX 200 for the first time (November 2023), there is certain guidance which our stakeholders follow.

The Board is of the view that the Company's success to date can be measured in many ways but the underlying factor has been establishing the right culture across the organisation. This is strongly demonstrated by the Board who are highly respected and experienced individuals with significant mining industry knowledge, technical, commercial, legal and financial skills together with the integrity and judgment considered necessary to represent shareholders and fulfill the business objectives of the Company.

The Board is also of the view that the current balance of the Board which includes two executive directors has also contributed to the Company's success to date. Of note, Mr Michael Evans who was critical to the success of the construction and commissioning of the Okvau Gold Mine and who has been tasked with similar responsibilities for the upcoming development of the 100% owned Memot Gold Project in Cambodia and 100% owned Dingo Range Gold Project in Western Australia has been pivotal in his role as a fellow director of members of the Board during this significant period of growth.

Each director is playing an integral role in the Company's clear focus on the corporate growth strategy to become a multi-asset +300koz per annum gold producer, across two continents.

Whilst the Remuneration and Nomination Committee is continually seeking to identify suitable independent non-executive director candidates who have the extensive technical, financial and commercial expertise to complement the existing competencies of the Board to further drive performance, create shareholder value and lead ethically by example, rather than add to the Board size, a suitable candidate is likely to replace retiring directors as part of a transition process.

The name of the directors of the Company and their qualifications are set out in the section headed "Information on Directors" in the Directors' Report in the 2024 Annual Report.

2.2 Board Competencies

The Board have agreed upon a number of competencies that can be applied to the Company's industry and current stage of growth. The Board periodically assesses individual competencies via a Board Skills Matrix to highlight the importance of various Board competencies and current capabilities of the Board and ensure those skill sets are complemented by additional industry expertise in the sector pursued, as well as to consider future competencies that may be required for potential future board compositions.

The Board Skills Matrix is an important driver to formalise the director nomination process. It has been applied each time independent non-executive director candidates have been considered.

The competencies that the current Board members have formulated their analysis on, are based upon the criteria judged as important by the Board given the Company's current stage of growth, in conjunction with independent industry guidance as follows:

Identified Skills	● Experienced
<p>Resource industry experience Experience in the resources industry, including broad knowledge of exploration, operations, project development, markets, shipping and competition.</p>	●●●●●●●●
<p>Mineral industry experience Specific experience in the gold industry, including an in-depth knowledge of exploration, operations, project development, markets, shipping, competitors and relevant technology.</p>	●●●●●●●●
<p>Strategy Identifying and critically assessing the strategic opportunities and threats to the organisation and developing and implementing successful strategies in context to an organisation's policies and business objectives.</p>	●●●●●●●●
<p>Mergers and acquisitions Experience managing, directing or advising on merges, acquisitions, divestments and portfolio optimisations</p>	●●●●●●●●
<p>Finance Senior executive or other experience in financial accounting and reporting, internal financial and risk controls, corporate finance and restructuring corporate transactions.</p>	●●●●●●●●
<p>Risk Management Experience working with and applying broad risk management framework in various countries, regulatory or business environments, identifying key risks to an organisation, monitoring risk and compliance and knowledge of legal and regulatory requirements.</p>	●●●●●●●●
<p>International relations Senior management or equivalent experience (particularly transactional) working in politically, culturally and regulatory diverse business environments.</p>	●●●●●●●●
<p>Capital management/ project financing Experience with projects involving contractual negotiations, significant capital outlays, procuring project investment and securing partners with long investment horizons</p>	●●●●●●●●
<p>Sustainable development Senior management or equivalent experience in economic, social and environmental sustainability and workplace health and safety practices.</p>	●●●●●●●●
<p>Previous board experience Serving on boards of varying size and composition in varying industries and for a range of organisations. Awareness of global practices, benchmarking, some international experience.</p>	●●●●●●●●
<p>Governance Implementing the high standards of governance in a major organisation that is subject to rigorous governance standards and assessing the effectiveness of senior management.</p>	●●●●●●●●
<p>Policy Identifying key issues for an organisation and developing appropriate policy parameters within which the organisation should operate.</p>	●●●●●●●●
<p>Executive leadership Experience in corporate structuring, overseeing strategic human capital planning, evaluation of the performance of senior management, industrial relations, organisational change management and sustainable success in business at senior level.</p>	●●●●●●●●
<p>Remuneration Experience in remuneration strategy, remuneration governance frameworks, Corporations Act and employment law, performance and incentive schemes.</p>	●●●●●●●●

2.3 Nomination of other Board Members

Membership of the Board of Directors is reviewed on an on-going basis by the Remuneration and Nomination Committee to determine if additional core strengths are required to be added to the Board, in light of the nature of the Company's businesses and its objectives.

As the Company transitioned to a gold producer, the Board focused on a measured process to ensure it maintained a strong, well-credentialed Board to oversee the Company's next growth phase as it moves towards its goal of becoming a multi-project gold producer.

The Board Skills Matrix forms an integral basis in the identification and assessment of suitable candidates based on readily available information on respective backgrounds, current Board positions and visible competencies.

With the Company's recent inclusion in the ASX 300 for the first time (September 2023) and ASX 200 for the first time (November 2023) the Remuneration and Nomination Committee is continually seeking to identify suitable independent non-executive director candidates who have the extensive technical, financial and commercial expertise to complement the existing competencies of the Board to further drive performance, create shareholder value and lead ethically by example.

2.4 Director induction and ongoing professional development

The Company has a formal induction program for directors detailing policies, corporate governance and various other corporate requirements of being a director of an ASX Listed Company. Due to the size and nature of the Company, directors are expected to already possess a level of industry and commercial expertise before being considered for a directorship.

Directors are provided with the opportunity to:

- undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively;
- access employees of the business; and
- access any information they require about the business, including regular news articles and publications, where considered relevant.

3. Principle 3 | Instil a culture of acting lawfully, ethically and responsibly

Directors, officers, employees and consultants to the Company are required to observe high standards of behaviour and business ethics in conducting business on behalf of the Company and they are required to maintain a reputation of integrity on the part of both the Company and themselves. The Company does not contract with or otherwise engage any person or party where it considers its integrity may be compromised.

Emerald recognises the importance of its people in building a strong and successful organisation, particularly in developing a new operation.

To achieve this, Emerald has focused on developing the right culture across the organisation, which is strongly based on a Board, executive team and key staff who demonstrate the right attributes and qualities and share a strong belief of the benefits of our engagement and development in Cambodia for our employees and the Cambodian people in general.

3.1 Code of Conduct

The Company's Code of Conduct Policy has been endorsed by the Board and applies to all directors and employees. The Code may be viewed at the Company's website, and it covers the following:

- the pursuit of the highest standards of ethical conduct in the interests of shareholders and other stakeholders;
- usefulness of financial information by maintaining appropriate accounting policies, practices and disclosures;
- employment practices such as employment opportunity, the level and structure of remuneration and conflict resolution;
- responsibilities to the community;
- compliance with all legislation affecting the operations and activities of the consolidated entity, both in Australia and overseas;
- conflicts of interest;
- corporate opportunities such as preventing directors and key executives from taking advantage of property, information or position for personal gain;
- confidentiality of corporate information;
- protection and proper use of the Company's assets;
- compliance with laws; and reporting of unethical behaviours.

3.2 Whistleblower Policy

In line with the Code of Conduct, the Company has a Whistleblower Policy which has been endorsed by the Board and ensures that persons who make a report in good faith can do so without fear of intimidation, disadvantages or reprisal. The Whistleblower Policy assists to create a culture within the Company that encourages our people to speak up and raise concerns regarding breaches of internal rules or policy, or conduct that is illegal, unacceptable or undesirable, or concealment of such conduct relating to the Company, its branches, directors, officers, and employees. It encourages

the reporting of behaviour that may result in financial or non-financial loss, or reputational damage to the Company and plays a key role in detecting reportable conduct and maintaining good corporate governance.

3.3 Anti-Bribery and Corruption Policy

The Company's Anti-Bribery and Corruption Policy has been endorsed by the Board and applies to directors, officers, employees and consultants to the Company requiring all business to be conducted in an honest and ethical manner and in accordance with all applicable laws, rules and regulations in all jurisdictions in which Emerald operates.

Emerald recognises the importance of ethical conduct and protecting human rights and the Company's impact on the environment. The Company is committed to adhering to internationally recognised and accepted standards and responsible business conduct such as the UN Guiding Principles on Business and Human Rights, the UN Sustainable Development Goals, the International Finance Corporation (IFC) Performance Standards and OECD Guidelines for Multinational Enterprises on Responsible Business Conduct.

3.4 Conflicts of Interest

Directors are required to disclose to the Board actual or potential conflicts of interest that may, or might reasonably be thought to, exist between the interests of the director and the interests of any other party in so far as it affects the activities of the Company, and to act in accordance with the Corporations Act if conflict cannot be removed or if it persists. That involves taking no part in the decision-making process or discussions where that conflict does arise.

3.5 Trading in Company Securities

Directors are required to make disclosure of any share trading. The Company policy in relation to share trading is that officers are prohibited to trade whilst in possession of unpublished price sensitive information concerning the Company or within a period of the release of results i.e. the blackout period. That information which a reasonable person would expect to have a material effect on the price or value of the Company's shares. An officer must receive authority to acquire or sell shares with the Chair or the Company Secretary prior to doing so to ensure that there is no price sensitive information of which that officer might not be aware. The undertaking of any trading in shares must be notified to the ASX.

4. Principle 4 | Safeguard the integrity of corporate reports

Emerald has a financial reporting process which includes quarterly, half year and full-year reports which are signed off by the Board before they are released to the market.

The Board receives a declaration from the Managing Director and Chief Financial Officer in relation to the half year and full-year reports on the propriety of compliance on internal controls and reporting systems and ensures that they are working efficiently and effectively in all material respects.

4.1 Committees of the Board

The Board have established two sub-committees; the Audit and Risk Committee and the Remuneration and Nomination Committee. These committees are responsible for reviewing matters and providing recommendations to the Board, as well as handling issues within their delegated authority. During the year the responsibilities of these committees were widened to include the areas of risk management and Board independence assessments and succession plans and nomination, recruitment and induction processes respectively.

The responsibilities of the committees are set out in formal Charters approved by the Board. The Charters set out the purpose, membership, responsibilities, authority and reporting requirements of the committee. These Charters were updated during the year to reflect the additional responsibilities noted above. They are available in the Corporate Governance section of the Company's website at www.emeraldresources.com.au.

Committee membership is a formal appointment determined based on the independence of non-executive directors, as well as their qualifications, skills, and experience.

4.2 Audit and Risk Committee

The Audit and Risk Committee manage the financial oversight as well as advise on the modification and maintenance of the Company's financial reporting, internal control structure, external audit functions, and appropriate ethical standards for the management of the Company. During the year the responsibilities of this committee were widened to include risk management. In that regard, the committee monitors the adequacy of the Company's risk management framework annually to ensure that it continues to be sound and deals adequately with contemporary and emerging risks and that the Company is operating with due regard to the risk appetite set by the Board.

In discharging its oversight role, the Audit and Risk Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and the authority to engage independent consultants or specialists it determines necessary to carry out its duties.

The composition of the Audit and Risk Committee changed during the year such that it now consists of four members, all of which are considered independent, including Chair, non-executive director, Mr Michael Bowen who is a Certified Public Accountant and member of the Australian Society of Accountants, Ms Billie Jean Slott, independent non-executive director, Mr Simon Lee AO, independent non-executive director and independent non-executive director, Jay Hughes. All members of the Committee have an extensive range of experience in capital management, finance, financial reporting, corporate strategy and governance across a range of industries.

There were two committee meetings held during the year ended 30 June 2024 which were attended by all members of the committee.

4.3 Remuneration and Nomination Committee

The role of the Remuneration and Nomination Committee is to support and advise the Board in fulfilling its corporate governance responsibilities regarding the Company's remuneration and Board nomination policies and framework. During the year the responsibilities of this committee were widened to include the Board independence assessments and succession plans and nomination, recruitment and induction processes.

In discharging its oversight role, the Remuneration and Nomination Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and the authority to engage independent consultants or specialists it determines necessary to carry out its duties.

The composition of the Remuneration and Nomination Committee changed during the year such that it now consists of four members, all of which are considered independent, including Chair, independent non-executive director, Ms Billie Jean Slott, independent non-executive director, Mr Michael Bowen, independent non-executive director, Jay Hughes and independent non-executive director, Mr Simon Lee AO. All members of the Committee have an extensive range of experience in capital management, finance, financial reporting, corporate strategy and governance across a range of industries.

There were three committee meetings held during the year ended 30 June 2024 which were attended by all members of the committee.

4.4 Selection, Appointment and Rotation of External Auditor

The Company has established procedures for the selection, appointment and rotation of its external auditor. The Audit and Risk Committee is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises. Candidates for the position of external auditor must demonstrate complete independence from the Company throughout the engagement period.

The Audit and Risk Committee may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the Audit and Risk Committee.

The Company's external auditor attends each Annual General meeting and is available to answer questions from shareholders relevant to the conduct of the external audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the auditor.

5. Principle 5 | Make timely and balanced disclosures

Emerald has adopted a formal policy dealing with its disclosure responsibilities. The Board has designated the Company Secretary as the person responsible for overseeing and coordinating disclosure of information to the ASX as well as communicating with the ASX. In accordance with the ASX Listing Rules, the Company immediately notifies the ASX of information:

- concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities; and
- that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

The policy also addresses the Company's obligations to prevent the creation of a false market in its securities. Emerald ensures that all information necessary for investors to make an informed decision is available on its website.

The Managing Director has ultimate authority and responsibility for approving market disclosures which, in practice, is exercised in consultation with the Board and Company Secretary.

In addition, the Board will also consider whether there are any matters requiring continuous disclosure in respect of each and every item of business that it considers.

6. Principle 6 | Respect the rights of security holders

The Board's fundamental responsibility to shareholders is to work towards meeting the Company's objectives to add value for them. The Board maintains an investor relation program which will inform shareholders of all major developments affecting the Company by:

- preparing half yearly and yearly financial reports;
- preparing quarterly activity reports;
- making announcements in accordance with the listing rules and the continuous disclosure obligations;
- posting all the above on the Company's website;
- annually, and more regularly if required, holding a general meeting of shareholders and forwarding to them the annual report, if requested, together with notice of meeting and proxy form; and
- voluntarily releasing other information which it believes is in the interest of shareholders.

The Annual General Meeting enables shareholders to discuss the Annual Report and participate in the meetings either by attendance or by written communication. The Notice of Meeting is published and available on the Company website so all shareholders can be fully informed. The Company provides all shareholders with a proxy form, so they are able to vote on all resolutions at the Annual General Meeting. Shareholders are able to discuss any matter with the directors and/or the auditor of the Company, who is also invited to attend the Annual General Meeting.

Shareholders have the option to receive all Company and share registry communications electronically and may also communicate with the Company by emailing the Company via its website. All shareholders can request copies of ASX releases, all of which are published and available on the Company's website immediately after they are released to ASX.

The Company regularly reviews its stakeholder communication policy and endeavours to maintain a program appropriate for a Company of its size and stage of growth.

7. Principle 7 | Recognise and Manage Risk

The Board has adopted a Risk Management Policy, which sets out the Company's risk profile. Under the policy, the Board is responsible for approving the Company's policies on risk oversight and management and satisfying itself that management has developed and implemented a sound system of risk management and internal control.

Under the policy, the Audit and Risk Committee monitors and reviews the integrity of financial reporting and the Company's internal financial control systems. Management assess the effectiveness of the internal financial controls on an annual basis and table concerns and recommendations at Board meetings where required. The Managing Director and Executive Director are responsible for updating the Company's material business risks register to reflect any material changes, with review from the Audit and Risk Committee and approval of the Board.

In fulfilling the duties of risk management, the Audit and Risk Committee may have unrestricted access to Company employees, contractors and records and may obtain independent expert advice on any matter they believe appropriate, with the prior approval of the Board.

In addition, the following risk management measures have been adopted by the Board to manage the Company's material business risks:

- Establishment of financial control procedures and authority limits for management;
- Approval of an annual budget;
- Adoption of a compliance procedure for the purpose of ensuring compliance with the Company's continuous disclosure obligations;
- Adoption of a corporate governance manual which contains other policies to assist the Company to establish and maintain its governance practices; and
- Maintenance and reviews of a risk register to identify the Company's material business risks and risk management strategies for these risks. The risk register is reviewed regularly and updated as required. Management reports to the Audit and Risk Committee on material business risks as required and the Board has a standing agenda item in relation to corporate risks.

The Board has required management to design, implement and maintain risk management and internal control systems to manage the material business risk of the Company. The Board also requires management to report to the Audit and Risk Committee confirming that those risks are being managed effectively.

The Managing Director and Chief Financial Officer (or equivalent) provide a declaration to the Audit and Risk Committee and Board in accordance with Section 295A of the *Corporations Act* and have assured the Audit and Risk Committee and Board that such declaration is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial risks.

The Audit and Risk Committee monitors the adequacy of its risk management framework annually to ensure that it continues to be sound and deals adequately with contemporary and emerging risks and that the Company is operating with due regard to the risk appetite set by the Board and discloses that reviews have taken place at the end of each reporting period. All members of the Audit and Risk Committee and Board have an extensive range of experience in mining, human resources and capital management, finance, financial reporting, corporate strategy and governance across a range of industries to apply to the risk evaluation process.

7.1 Internal Audit

The Company does not have an internal audit function as the Board believes the business is neither the size nor complexity that requires such a function. The Audit and Risk Committee is responsible for monitoring the effectiveness of internal controls, risk management procedures and governance. Independent non-executive director and the Chair of the committee, Mr Michael Bowen is a Certified Public Accountant and member of the Australian Society of Accountants and all members of the Board have an extensive range of experience in capital management, finance, financial reporting, corporate strategy and governance across a range of industries.

7.2 Sustainability Risks

The Company has a detailed risk matrix which it regularly reviews, which highlights critical risk factors the Company faces at any particular time. The principal risks highlighted are what would typically be expected for a gold production and exploration/development Company and includes:

- Reliance on key executives;
- Environmental risks;
- Ore reserve and mineral resources estimates;
- Production estimates and metallurgical recovery;
- Operating costs;
- Volatility in gold prices and applicable exchange rates (mainly USD);
- Delays in equipment fabrication or mobilisation to site;
- Failing to appropriately manage local stakeholder relations;
- Unsuccessful exploration results; and
- Legislature changes in jurisdictions in which the Company operates.

As the Company expands its activities it is expected that the sustainability risks will change accordingly. The Audit and Risk Committee reviews management's assessment of the overall sustainability of both the gold industry and more specifically, the Company, in its normal course of business. All members of the committee have an extensive range of experience in mining, human resources and capital management, finance, financial reporting, corporate strategy and governance across a range of industries to apply to the risk evaluation process.

Details of the Company's sustainability activities are set out in the "Sustainability Report" in the 2024 Annual Report.

7.3 Environmental and Social Risks

The Company strives to operate in accordance with the highest standards of environment practice and comply in all material respects with applicable environmental laws and regulations. Such regulations typically cover a wide variety of matters including, without limitation, prevention of waste, pollution and protection of the environment, labour regulations and worker safety. The Company may also be subject under such regulations to clean-up costs and liability for toxic or hazardous substances which may exist on or under any of its properties or which may be produced as a result of its operations.

The Environmental Management System (EMS) for the Okvau Gold Project is well developed and the key components of the EMS for the current stage of Dingo Range Gold Project have been implemented. An Environmental Compliance Register of all ESIA and management plan commitments, monitoring and mitigation actions are being continually reviewed and maintained.

The Company has adopted a Human Rights Policy which applies to all directors, officers, employees and consultants that work with the Company. The policy seeks to ensure that the Company operates in an ethical and transparent manner in all business dealings and that the Company has a mechanism for staff to alert management should any issues or incidents occur.

The Audit and Risk Committee monitors the adequacy of its environmental and social risk management to ensure that it continues to be sound and deals adequately with contemporary and emerging risks. All members of the Audit and Risk Committee have an extensive range of experience in mining, human resources and capital management, finance, financial reporting, corporate strategy and governance across a range of industries to apply to the risk evaluation process.

Details of the Company's environmental activities and commitment to human rights are set out in the "Sustainability Report" within the 2024 Annual Report.

8. Principle 8 | Remunerate fairly and responsibly

8.1 Board and Executive Remuneration

The Company has a Remuneration and Nomination Committee to assist and support the Board in effectively fulfilling its responsibilities regarding remuneration of executive and non-executive directors, and the composition and performance of the Board.

Details of the remuneration policy are contained in the Remuneration Report included in the Directors' Report in the 2024 Annual Report.

The Remuneration and Nomination Committee consists of four independent non-executive committee members:

- Non-Executive Director, Ms Billie Jean Slott (Chair)
- Non-Executive Director, Mr Michael Bowen
- Non-Executive Chairman, Mr Jay Hughes
- Non-Executive Director, Mr Simon Lee AO

There were three committee meetings held during the year, each attended by all committee members.

In previous reporting periods, the Committee has engaged independent remuneration consultants to undertake an external review, including independent benchmarking of remuneration for the Executive Directors, other KMP and key staff as the Company moved toward its key strategic objective to become a multi-asset gold producer targeting safety, environment, sustainability and community.

Details of the remuneration review are contained in the Remuneration Report included in the Director's Report in the 2024 Annual Report.

8.2 Non-Executive Remuneration

Non-executive directors are compensated at market rates comparable to peer companies for their time, commitment and responsibilities and in accordance with ASX Corporate Governance Recommendations which aims to safeguard and protect the interests of shareholders. Director fees are independent of company performance to ensure impartiality and independence. Non-executive directors do not receive short-term or long-term incentives or retirement allowances.

The maximum aggregate amount of fees (including superannuation payments) that can be paid to non-executive directors is subject to approval by the shareholders at a general meeting.

The Company does not obligate non-executive directors to acquire a minimum equity holding and considers that directors receive sufficient remuneration to allow them to apply a portion of their fees to the on-market purchase of shares in the Company on their own terms, subject to the Company's Securities Trading Policy.

8.3 Executive Directors and Senior Executive Remuneration

Executive Directors and Senior Executives receive salary packages which include a base salary and performance based incentives. Executives are offered a competitive level of base pay at market rates (for comparable companies) and are reviewed annually to ensure market competitiveness.

Short-term performance incentives (STI) may include a cash bonus payable upon achievement of Critical Pillars and Strategic Pillars based on financial and non-financial metrics relating to the key drivers of the Company. The maximum STI is capped at 20% of the total fixed remuneration.

Long term performance incentives (LTI) include premium priced options granted in accordance with an agreed upon remuneration mix following a recommendation from the Managing Director and Executive Director, reviewed by the committee and approved by the Board. The grant of options is designed to recognise and reward efforts as well as provide additional incentive and are subject to vesting conditions and employment retention.

The Company is entering an important phase with the Okvau Gold Mine entering its third year of production and with the Company soon to embark on two new developments in the next two years, namely the Dingo Range Gold Project in Western Australia and the Memot Gold Project in Cambodia and the Board believes that the Company's existing remuneration framework has provided employees with a consistent incentive approach which is appropriate and fit-for-purpose based on the Company's development and growth profile and to drive and deliver the outcomes desired by all shareholders.