



# **2022 CORPORATE GOVERNANCE STATEMENT**

Thomson Resources Limited

ABN 82 138 358 728

The Board of Directors of Thomson Resources Limited ('TMZ' or the 'Company') is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

The Board is committed to achieving and demonstrating the highest standards of corporate governance.

This statement sets out the Company's main corporate governance policies and practices. All these practices, unless otherwise stated, were in place from the start of the FY2022 financial year. This Corporate Governance Statement explains how the Company followed the Corporate Governance Principles and Recommendations (fourth edition) ('Guidelines') during the period ended 30 June 2022. This Corporate Governance Statement is accurate and is up to date as at 30 September 2022 and has been approved by the Board.

The Board has assessed the Company's current practice against the Guidelines and except where disclosed below, the best practice recommendations of the ASX Corporate Governance Council have been applied. This statement incorporates the disclosures required by the Guidelines under the headings of the eight core principles.

In addition to its Constitution and applicable laws and regulations, the operations and conduct of TMZ is administered in accordance with the following policies which are approved by the Board:

- Board Charter;
- Audit & Risk Committee Charter;
- Remuneration & Nomination Committee Charter;
- Code of Conduct
- Continuous Disclosure Policy;
- Diversity Policy;
- Securities Trading Policy;
- Shareholder Communications Policy.

The Company's corporate governance policies and practices can be found on the website at <https://www.thomsonresources.com.au/corporate-governance/>.

## CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation	Company Statement
<p><b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b></p> <p><b>A listed entity should clearly delineate the respective roles and responsibilities of its Board and management and regularly review their performance.</b></p>	
<p>1.1 A listed entity should have and disclose a Board Charter setting out:</p> <ul style="list-style-type: none"> <li>(a) the respective roles and responsibilities of its Board and management; and</li> <li>(b) those matters expressly reserved to the Board and those delegated to management.</li> </ul>	<p>The Board of directors of the Company ('Board') has adopted a Board Charter which sets out the principles regarding the ongoing operation of the Board. The Board Charter sets out the role and responsibilities of the Board and provides for the delegation of authority to management for matters pertaining to the day-to-day operations of the Company.</p> <p>A copy of the Board Charter is available on the website.</p>
<p>1.2 A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</li> <li>(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.</li> </ul>	<p>The Company undertakes relevant background checks on Director candidates and provides all material information to Shareholders that may be relevant to a decision on whether or not to elect or re-elect a Director including the nominee's biographical details, qualifications, a statement whether the Board supports their election, a statement whether the Board considers the nominee independent, details of the term of office for nominees who are currently directors and any materially adverse findings arising out of background checks undertaken for nominees who are to be elected or appointed as directors for the first time.</p>
<p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>The Board Charter provides that each Director and Senior Executive is required by the Company to execute a written agreement setting out the terms of their appointment.</p>

<b>Corporate Governance Council recommendation</b>		<b>Company Statement</b>
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 Board Charter sets out the role and responsibilities of the Company Secretary and provides that the Secretary is accountable to the Board, via the Chair of the Board on all matters to do with the proper function of the Board and any Committee of the Board and sets out the specific obligations of the Company Secretary in this regard.

1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity Policy;</li> <li>(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</li> <li>(c) disclose in relation to each reporting period:             <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either:                 <ul style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ul> </li> </ul> </li> </ul> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its Board should</p>	<p>The Company has adopted a Diversity Policy which is available on the website.</p> <p>The Diversity Policy provides that the Board will, on an annual basis, establish appropriate and measurable diversity targets to achieve and maintain gender diversity within the Company and assess the Company's progress in achieving these objectives.</p> <p>Due to the scale of the Company's operations and limited number of employees, the Company has not yet set measurable objectives for achieving gender diversity.</p> <p>The Company will provide updates on its progress towards achieving any diversity objectives including the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the entity defines 'senior executive') in its future annual reports.</p> <p>Currently TMZ has three male Directors.</p>
-----	---	---

<b>Corporate Governance Council recommendation</b>		<b>Company Statement</b>
	be to have not less than 30% of its directors of each gender within a specified period.	
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the Board, its Committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>The Board Charter provides that the Board is required to review and evaluate the performance of the Board, its Committees and individual Directors from time to time and amend that Charter or any other governance policies to meet the goals and objectives of the Board as they develop over time.</p> <p>The Board has not yet undertaken a formal review for 2022, it will ensure that these evaluations are undertaken in accordance with the Board Charter.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>The Board Charter provides that the Board will review and evaluate the performance of the Company's Executives at least once annually.</p> <p>The Board has undertaken an evaluation of the Company's Executives in accordance with the Board Charter.</p>

Corporate Governance Council recommendation	Company Statement
<p><b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b></p> <p><b>The Board of a listed entity should be of a Board of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.</b></p>	
<p>2.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a nomination Committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the Charter of the Committee;</p> <p>(4) the members of the Committee; and</p> <p>(5) as at the end of each reporting period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a 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.</p>	<p>The Board has established a Remuneration and Nomination Committee which has three members, being Mr Richard Willson, Mr David Williams, and Mr Eoin Rothery.</p> <p>The Committee does not consist of a majority of Independent Directors. Mr Willson is the Committee's only Independent Director.</p> <p>The Remuneration and Nomination Committee is chaired by Independent Director Richard Willson.</p> <p>The Company has adopted a Remuneration and Nomination Committee Charter which is available on the website.</p> <p>Due to the current size of the Board, the Remuneration &amp; Nomination Committee did not meet during the year. All Remuneration &amp; Nomination related matters were considered by the Board as a whole.</p>

<b>Corporate Governance Council recommendation</b>		<b>Company Statement</b>
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.	<p>The Board Charter provides that the Board, together with the Remuneration and Nomination Committee, will review the skills, experience, expertise, and diversity represented by directors on the Board and determine whether the composition and mix remain appropriate for the Company's strategy and covers the skills needed to address existing and emerging business and governance issues relevant to the entity.</p> <p>The Company does not have Board Skills Matrix at this point. The Board intends to develop a Skills Matrix in due course.</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the Board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the Board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>The Company has three directors, one of whom is considered to be an Independent Director, being Richard Willson. David Williams and Eoin Rothery are both executives and therefore are not considered independent.</p> <p>The length of service of each Director is set out in the Annual Report.</p>
2.4	A majority of the Board of a listed entity should be independent directors.	The Company has three directors, one of whom is considered to be an Independent Director, being Richard Willson. David Williams and Eoin Rothery are both executives and therefore are not considered independent.
2.5	The chair of the Board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	David Williams is the Company's Executive Chairman, and being an executive, is not considered independent.



<b>Corporate Governance Council recommendation</b>		<b>Company Statement</b>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Directors are expected to participate in induction or orientation programs upon their election or appointment, and any continuing education or training arranged by the Company for them from time to time.
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>		
<b>A listed entity should instill and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</b>		
3.1	A listed entity should articulate and disclose its values.	The Company has adopted a Code of Conduct which is available on its website. The Code of Conduct has been adopted by the Company as it expresses the core values that drive our behaviour and aspirations.
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.	The Company has adopted a Code of Conduct that applies to all Directors, Officers, Employees, Consultants, Contractors and Advisors of the Company, as applicable. The Company is committed to acting ethically and responsibly. The Code of Conduct is available on the website. The Board will receive information regarding material breaches of the Code of Conduct.
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 not adopted a Whistleblower Policy. The Board intends to develop and adopt a Whistleblower Policy during the FY23 year.

<b>Corporate Governance Council recommendation</b>		<b>Company Statement</b>
3.4	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose an anti-bribery and corruption Policy; and</li> <li>(b) ensure that the Board or Committee of the Board is informed of any material breaches of that Policy.</li> </ul>	<p>The Company has not adopted an Anti-Bribery and Corruption Policy.</p> <p>The Board intends to develop and adopt an Anti-Bribery and Corruption Policy during the FY23 year.</p>

Corporate Governance Council recommendation	Company Statement
<p><b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b></p> <p><b>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</b></p>	
<p>4.1 The Board of a listed entity should:</p> <p>(a) have an audit Committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the Board, and disclose:</p> <p>(3) the Charter of the Committee;</p> <p>(4) the relevant qualifications and experience of the members of the Committee; and</p> <p>(5) in relation to each reporting period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit Committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>The Board has established an Audit and Risk Committee which has three members, being Mr David Williams (Chair), Mr Richard Willson and Mr Eoin Rothery.</p> <p>The Committee does not consist of all Non-Executive Directors, or a majority of Independent Directors. Mr Willson is the Committee’s only Non-Executive &amp; Independent Director.</p> <p>The Company has adopted an Audit and Risk Committee Charter which is available on the website.</p> <p>Due to the current size of the Board, the Audit and Risk Committee met only once during the year. Audit and Risk related matters were substantially considered by the Board as a whole.</p>

<b>Corporate Governance Council recommendation</b>		<b>Company Statement</b>
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 risk management and internal control which is operating effectively.	The Board ensures that it receives a declaration from the Company's CEO and Chief Financial Officer (or equivalent) that in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.
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 Executive Chairman reviews all periodic corporate reports before they are presented to the Board for review and subsequently released to the market. Such reports are not released to the market unless they have been reviewed by the Executive Chairman and the Board.
<p><b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b></p> <p><b>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</b></p>		
5.1	A listed entity should have and disclose a written Policy for complying with its continuous disclosure obligations under listing rule 3.1.	The Board has adopted a Continuous Disclosure Policy to ensure compliance with ASX Listing Rules continuous disclosure obligations. The Continuous Disclosure Policy is available on the website.
5.2	A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.	The Company maintains an Investors section on the website that is updated when market announcements are made. The Company Secretary ensures the Board is sent all material market communications as they are posted on the ASX platform.

<b>Corporate Governance Council recommendation</b>		<b>Company Statement</b>
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	The Company Secretary manages these communications and ensures they are posted on the ASX platform in advance of the presentation.
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>		
<b>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.</b>		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	The Company provides investors with comprehensive and timely access to information about itself and its governance on its website. Board and Committee Charters, key corporate governance policies, copies of all information lodged with ASX, the Company's Annual Reports and Notices of Shareholder Meetings are available on the Company's website.  Further details are set out in the Company's Shareholder Communication Policy which is available on the Company's website.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	The Company has adopted a Shareholder Communications Policy which is available on the Company's website.  The Company seeks to utilise numerous modes of communication, including electronic communication, to ensure that its communication with shareholders is frequent, clear and accessible.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	The Shareholder Communication Policy encourages participation at meetings of shareholders. The Company invites all security holders to attend the Company's Annual General Meetings, either in person, electronically or by representative. Security holders also have an opportunity to submit questions to the Board or the Company's external auditor.
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.	The Company will seek to ensure a poll is used for all resolutions put to a meeting of security holders.

<b>Corporate Governance Council recommendation</b>		<b>Company Statement</b>
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.	The Company encourages security holders to elect to receive all communications from, and to send communications to, the Company and its security registry electronically.
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>		
<b>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</b>		
7.1	<p>The Board of a listed entity should:</p> <p>(a) have a Committee or Committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the Charter of the Committee;</li> <li>(4) the members of the Committee; and</li> <li>(5) as at the end of each reporting period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> <p>(b) if it does not have a risk Committee or Committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>The Board has established an Audit and Risk Committee which has three members, being Mr David Williams (Chair), Mr Richard Willson and Mr Eoin Rothery.</p> <p>The Committee does not consist of a majority of Independent Directors. Mr Willson is the Committee's only Non-Executive &amp; Independent Director.</p> <p>The Company has adopted an Audit and Risk Committee Charter which is available on the website.</p> <p>Due to the current size of the Board, the Audit and Risk Committee meet only once during the year. Audit and Risk related matters were substantially considered by the Board as a whole.</p>

<b>Corporate Governance Council recommendation</b>		<b>Company Statement</b>
7.2	<p>The Board or a Committee of the Board should:</p> <ul style="list-style-type: none"> <li>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and</li> <li>(b) disclose, in relation to each reporting period, whether such a review has taken place.</li> </ul>	<p>The Board Charter provides that the Board will monitor risk management systems, internal controls and legal compliance. This includes reviewing procedures to identify the main financial and non-financial risks associated with the Company's businesses and the implementation of appropriate systems to manage these risks.</p> <p>The Board Charter provides that the Board will review the Company's risk management framework regularly to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.</p> <p>The Board reviews the Company's risk management framework on an on-going basis.</p>
7.3	<p>A listed entity should disclose:</p> <ul style="list-style-type: none"> <li>(a) if it has an internal audit function, how the function is structured and what role it performs; or</li> <li>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</li> </ul>	<p>The Company currently does not operate an Internal Audit function, however the Board Charter provides that the Board has the responsibility for evaluating the Company's governance, risk management and internal control processes.</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>The Board is responsible for assessing all material risks to the Company's operations, regularly updating the risk profile and implementing processes and procedures to manage those risks.</p> <p>The Company provides details of any material exposure to economic, environmental, and social risks, if any arise, from time to time and in its annual reports.</p>

Corporate Governance Council recommendation	Company Statement
<p><b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b></p> <p><b>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity’s values and risk appetite.</b></p>	
<p>8.1 The Board of a listed entity should:</p> <p>(a) have a remuneration Committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the Charter of the Committee;</p> <p>(4) the members of the Committee; and</p> <p>(5) as at the end of each reporting period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration Committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>The Board has established a Remuneration and Nomination Committee which has three members, being Mr Richard Willson, Mr David Williams, and Mr Eoin Rothery.</p> <p>The Committee does not consist of a majority of Independent Directors. Mr Willson is the Committee’s only Independent Director.</p> <p>The Remuneration and Nomination Committee is chaired by Independent Director Richard Willson.</p> <p>The Company has adopted a Remuneration and Nomination Committee Charter which is available on the website.</p> <p>Due to the current size of the Board, the Remuneration &amp; Nomination Committee did not meet during the year. All Remuneration &amp; Nomination related matters were considered by the Board as a whole.</p>



<b>Corporate Governance Council recommendation</b>		<b>Company Statement</b>
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.	Details of the current remuneration of the Company's Executive Directors, Non-Executive Directors and Executives is available in the Remuneration Report contained in the Annual Report.
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a Policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that Policy or a summary of it.	The Company has an Equity Incentive Plan which is available on the Company's website. The Company has a Securities Trading Policy which sets out the rules about hedging of Company securities by an Employee or their Connected Persons. The Securities Trading Policy is available on the Company's website.
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>		
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.	N/A
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	N/A

<b>Corporate Governance Council recommendation</b>		<b>Company Statement</b>
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.	N/A