

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

SHEFFIELD RESOURCES LIMITED

ABN/ARBN

ACN 125 811 083

Financial year ended:

30 JUNE 2022

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://www.sheffieldresources.com.au/site/about-us/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 14 September 2022 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 14 September 2022

Name of authorised officer authorising lodgement: Mark Di Silvio, Company Secretary

¹ "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 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 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.

² 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.

³ 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.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ 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
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
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.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://www.sheffieldresources.com.au/site/PDF/ea51227c-f3fd-4270-895c-011591f6fda4/BoardCharter	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ 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”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ 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
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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.</p> <p>If the entity was in the S&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 be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 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><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>https://www.sheffieldresources.com.au/site/PDF/742db67d-042f-4933-85f0-442df1101297/EvaluationofPerformancePolicy</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in 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
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><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>http://www.sheffieldresources.com.au/irm/company/showpage.aspx/PDFs/2569_0/EvaluationofPerformancePolicy</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation	Where a box below is ticked, ⁴ 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	
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<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><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee and the information referred to in paragraphs (4) and (5) at: https://www.sheffieldresources.com.au/site/PDF/6a1c74ea-0ec5-479f-a54b-c3c8f57127ab/NominationandRemunerationCharter</p> <p>[If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>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>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: https://www.sheffieldresources.com.au/site/PDF/4d0a6374-5506-4f71-8ec3-8d456214540e/CorporateGovernanceStatement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors, and, where applicable, the information referred to in paragraph (b) and the length of service of each director at: https://www.sheffieldresources.com.au/site/PDF/4d0a6374-5506-4f71-8ec3-8d456214540e/CorporateGovernanceStatement and within the Company's Annual Report at: https://www.sheffieldresources.com.au/site/investor-centre/financial-reports/annual-and-half-yearly-reports</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ 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
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: https://www.sheffieldresources.com.au/site/PDF/4007c524-04f3-40fd-b263-a89ae7e6bf36/SustainabilityPolicy	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://www.sheffieldresources.com.au/site/PDF/3ca42386-f859-459a-bd7e-b4cbc7746c60/CodeofConductPolicy	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://www.sheffieldresources.com.au/site/PDF/0a87740d-0b25-41e7-a3b9-7481dedd054f/WhistleblowerPolicy	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://www.sheffieldresources.com.au/site/PDF/36b1e2e7-b84b-429c-a7b5-766c5c714146/AntiBriberyCorruptionandMoneyLaunderingPolicy	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>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,</p> <p>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><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee and the information referred to in paragraphs (4) and (5) at: https://www.sheffieldresources.com.au/site/PDF/286fa5df-f4df-4e26-a2f5-e3f402bc3351/AuditRiskCommitteeCharter</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>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.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>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.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://www.sheffieldresources.com.au/site/PDF/8b4be162-5049-46cd-861a-b48e71896c22/ContinuousDisclosurePolicy	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://www.sheffieldresources.com.au/site/about-us/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: https://www.sheffieldresources.com.au/site/about-us/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
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> <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 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><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee and the information referred to in paragraphs (4) and (5) at:</p> <p>https://www.sheffieldresources.com.au/site/PDF/286fa5df-f4df-4e26-a2f5-e3f402bc3351/AuditRiskCommitteeCharter</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity’s risk management framework was undertaken during the reporting period at:</p> <p>https://www.sheffieldresources.com.au/site/about-us/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at:</p> <p>https://www.sheffieldresources.com.au/site/about-us/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</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><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks and how we manage or intend to manage those risks at:</p> <p>https://www.sheffieldresources.com.au/site/about-us/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>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><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee and the information referred to in paragraphs (4) and (5) at:</p> <p>https://www.sheffieldresources.com.au/site/PDF/6a1c74ea-0ec5-479f-a54b-c3c8f57127ab/NominationandRemunerationCharter</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ 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>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p>https://www.sheffieldresources.com.au/site/PDF/6a1c74ea-0ec5-479f-a54b-c3c8f57127ab/NominationandRemunerationCharter</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it within the Company's Annual Report located at:</p> <p>https://www.sheffieldresources.com.au/site/investor-centre/financial-reports</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ 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
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
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.	<input type="checkbox"/> and we have disclosed information about the processes in place at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity 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.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity 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.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ 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
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>



SheffieldResources
LIMITED

2022
Corporate Governance Statement

Approach to Corporate Governance

Sheffield Resources Limited (“**Sheffield**” or the “**Company**”) has established a corporate governance framework, the key features of which are set out in this statement.

In establishing its corporate governance framework, the Company has referred to the recommendations set out in the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations 4th edition (**Principles & Recommendations**). The Company has followed each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company’s corporate governance practices follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the “if not, why not” reporting regime, where, after due consideration, the Company’s corporate governance practices do not follow a recommendation, the Board has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices the Company has adopted instead of those in the recommendation.

The following governance-related documents can be found on the Company’s website at:

<https://www.sheffieldresources.com.au/site/about-us/corporate-governance>

Charters

- Board
- Audit and Risk Committee
- Nomination and Remuneration Committee

Policies and Procedures

- Anti-Bribery, Corruption & Money Laundering Policy
- Code of Conduct Policy
- Continuous Disclosure Policy
- Community Relations Policy
- Directors Test of Independence Policy
- Diversity and Inclusion Policy
- Environment Policy
- Evaluation of Performance Policy
- Health, Safety & Wellbeing Policy
- Human Rights Policy
- People Policy
- Risk Management Policy
- Securities Trading Policy
- Selection and Appointment of Directors Policy
- Shareholder Communications Policy
- Sustainability Policy
- Whistleblower Policy

The Company reports below on whether it has followed each of the recommendations during the financial year (**Reporting Period**). The information in this statement is current at 14 September 2022, as approved by a resolution of the Board.

Principle 1 – Lay Solid Foundations for Management and Oversight

Recommendation 1.1

The Company has established the respective roles and responsibilities of its Board and management, and those matters expressly reserved to the Board and those delegated to management and has documented this in its Board Charter.

Recommendation 1.2

The Company undertakes appropriate due diligence checks before appointing a person or putting forward to shareholders a candidate for election as a director and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

The checks of potential directors, which are undertaken, and the information provided to shareholders are set out in the Company’s *Selection and Appointment of Directors Policy*.

Recommendation 1.3

The Company has a written agreement with each director and senior executive setting out the terms of their appointment. The material terms of any employment, service or consultancy agreement the Company, or any of its child entities, has entered into with its Executive Chair, any of its directors, and any other person or entity who is a related party of any of its directors has been

disclosed in accordance with ASX Listing Rule 3.16.4 (taking into consideration the exclusions from disclosure outlined in that rule).

Recommendation 1.4

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board as outlined in the Company's Board Charter. The Company Secretary's role is also outlined in the employment agreement between the Company Secretary and the Company.

Recommendation 1.5

The Company is committed to building a diverse and inclusive workforce across a wide range of workforce demographics that extends beyond gender for its future operations. To date, the Company has developed a *Diversity and Inclusion Policy* that extends beyond gender diversity goals. However, given the Company's size and relatively small number of employees, the Company is yet to define measurable objectives for achieving diversity targets, and expects to set in place a range of objectives that are consistent with its growth strategy in future.

The Company currently has a total of 8 employees and directors, of whom 37% are women. Women represent 20% of all Board positions. The Board and management continue to address diversity matters going forward.

Recommendation 1.6

The Chair and Lead Independent Director are responsible for evaluation of the Board and, when deemed appropriate, Board committees and individual directors.

The Company utilised a combination of both individual feedback and performance questionnaires during the Reporting Period, consistent with its *Evaluation and Performance Policy*.

Recommendation 1.7

The Executive Chair is responsible for evaluation the performance of senior executives in accordance with the process disclosed in the Company's *Evaluation of Performance Policy*.

During the Reporting Period, evaluation of senior executives took place via formal and informal feedback sessions and consistent with the Company's performance evaluation process.

Principle 2 – Structure the Board to Be Effective and Add Value

Recommendation 2.1

The Board has established a separate Nomination and Remuneration Committee. The Nomination and Remuneration Committee has adopted a Nomination and Remuneration Committee Charter approved by the Board and is available on the Company's website. The Nomination and Remuneration Committee Charter describes the Nomination and Remuneration Committee's role, composition, function, and responsibilities.

The members of the Nomination and Remuneration Committee are Independent Non-Executive Directors, including the Committee Chair. The Committee members, their qualifications, and the number of meetings the Nomination and Remuneration Committee they attended throughout the year can be found in the Directors' Report contained in the Annual Report.

Recommendation 2.2

The Company's objective is to have an appropriate mix of expertise and experience on the Board, and where appropriate its committees, so that the Board can effectively discharge its corporate governance and oversight responsibilities.

The Board considers key areas of expertise to be:

- a) Strategy and business development
- b) Commercial acumen
- c) Risk management
- d) Health and safety
- e) Financial knowledge and experience
- f) Government and community relations
- g) Executive leadership

The Board considers key areas of experience to be:

- a) Mining project development
- b) Capital markets and business development

A summary of the experience, skills and attributes of the Board is shown in the table below:

Experience, skills and attributes	Board (Number)
Corporate Finance	
Senior executive or equivalent experience in business strategy with financial acumen, experience in mergers & acquisitions, equity and project financing. Holds a broad reach within markets.	3
Capital projects	
Industry experience involving large-scale capital outlays and long-term investment horizons.	4
Strategy/Risk	
Track record of developing and implementing a successful strategy, including appropriately probing and challenging management on the delivery of agreed strategic planning objectives. Experience in Audit and Risk management.	5
Mineral Sands	
Senior executive experience in the mineral sands industry, including in-depth knowledge of the Company's strategy, markets, competitors, operational issues, technology and regulatory concerns.	3
Mining and Technical	
Senior executive experience in a large mining organisation combined with an understanding of the Company's corporate purpose to create long-term shareholder value through the discovery, acquisition, development and marketing of natural resources.	4
Project Development and construction	
Experience in project construction, project operations, asset optimisation and capital projects and infrastructure.	4
Corporate Governance	
Demonstrated experience in upholding the highest standards of governance, knowledge of corporate legislation and an ability to assess the effectiveness of senior management.	5
Sustainability and Stakeholder Management	
Experience related to workplace health and safety, environmental, human resources and organisational culture, community relations, social responsibility and Aboriginal engagement.	4
Remuneration and Nomination	
Board Remuneration Committee membership or management experience in relation to remuneration, including incentive programs, with experience in measuring and managing KMP/Executive performance, Executive and Board succession planning	4
Executive Leadership	
Sustainable success in business at a relevant senior executive level/CEO level.	5
Professional Qualifications/Experience	
Finance, Business, Economics, Technical (mining discipline), Legal; and/or Project/Construction experience.	4

Recommendation 2.3

The Board's assessment of the independence of each current director is set out below.

Name	Appointment Date	Position	Independent (Yes/No)
Mr Ian Macliver	1 August 2019	Non-Executive Director	Yes
Mr John Richards	1 August 2019	Lead Independent Non-Executive Director	Yes
Mr Bruce Griffin	10 June 2020	Executive Chair	No
Mr Gordon Cowe	12 March 2021	Non-Executive Director	Yes
Mrs Vanessa Kickett	1 January 2022	Non-Executive Director	Yes

Recommendation 2.4

The Board does have a majority of directors who are considered independent.

Recommendation 2.5

The Company appointed Mr Bruce Griffin as Executive Chair, given his experience and knowledge of the mineral sands industry. Furthermore, the Company appointed Mr John Richards as Lead Independent Director, given Mr Griffin's executive capacity.

Recommendation 2.6

The Company has a peer based induction program that it uses when new directors join the Board and when new senior executives are appointed. The goal of the program is to assist new directors to participate fully and actively in Board decision-making at the earliest opportunity and to assist senior executives to participate fully in management decision-making at the earliest opportunity.

The Board regularly reviews whether the directors as a group have the skills, knowledge and familiarity with the Company and its operating environment required to fulfil their role on the Board and the Board committees effectively using a Board skills matrix. Where any gaps are identified, the Board considers what training or development should be undertaken to fill those gaps. In particular, the Board ensures that any director who does not have specialist accounting skills or knowledge has a sufficient understanding of accounting matters to fulfil his or her responsibilities in relation to the Company's financial statements.

Principle 3 – Instil a Culture of Acting Lawfully, Ethically and Responsibly

Recommendation 3.1

The Company has an established *Sustainability Policy* that encompasses its values as an organisation. The Policy is disclosed on the Company's website.

Recommendation 3.2

The Company has established a *Code of Conduct* for its directors, senior executives and employees, which is disclosed on the Company's website.

Recommendation 3.3

The Company has established a *Whistleblower Policy* for its directors, senior executives and employees, which is disclosed on the Company's website.

Recommendation 3.4

The Company has established an *Anti-Bribery, Corruption and Money Laundering Policy* for its directors, senior executives and employees, which is disclosed on the Company's website.

Principle 4 – Safeguard Integrity of Corporate Reports

Recommendation 4.1

The Board has established a separate Audit and Risk Committee that operates under a charter approved by the Board and is available on the Company's website. The Audit and Risk Committee Charter describes the Audit and Risk Committee's role, composition, function and responsibilities. The Audit and Risk Committee provides the Board with additional assurance regarding the reliability of the financial information included in the financial reports and the independence of the Company's Auditor. The members of the Audit and Risk Committee are Independent Non-Executive Directors, including the Committee Chair. The Committee members, their qualifications, and the number of meetings the Audit and Risk Committee they attended throughout the year can be found in the Directors' Report contained in the 2022 Annual Report.

Recommendation 4.2

Before the Board approves the Company's financial statements for the full year and half year, it receives from the Executive Chair and the Chief Financial Officer a declaration that, in their opinion, the financial records of the Company for the relevant financial period have been properly maintained and that the financial statements for the relevant financial period comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and the consolidated 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.

Recommendation 4.3

Under section 250RA of the Corporations Act, the Company's auditor is required to attend the Company's annual general meeting at which the audit report is considered and does agree to be represented by a person who is a suitably qualified member of the audit team that conducted the audit and is in a position to answer questions about the audit. Each year, the Company writes to the Company's auditor to inform them of the date of the Company's annual general meeting. In accordance with section 250S of the Corporations Act, at the Company's annual general meeting where the Company's auditor or their representative is at the meeting, the Chair allows a reasonable opportunity for the members as a whole at the meeting to ask the auditor (or its representative) questions relevant to the conduct of the audit; the preparation and content of the auditor's report; the accounting policies adopted by the Company in relation to the preparation of the financial statements; and the independence of the auditor in relation to the conduct of the audit. The Chair also allows a reasonable opportunity for the auditor (or their representative) to answer written questions submitted to the auditor under section 250PA of the Corporations Act.

A representative of the Company's auditor, HLB Mann Judd attended the Company's annual general meeting held on 25 November 2021.

Principle 5 – Make Timely and Balanced Disclosure

Recommendation 5.1

The Company has established written policies and procedures for complying with its continuous disclosure obligations under the ASX Listing Rules. A summary of the Company's *Continuous Disclosure Policy* is disclosed on the Company's website.

Recommendation 5.2

The Company ensures that all material market announcements are circulated to each director immediately following market disclosure.

Recommendation 5.3

Ahead of providing a presentation to analysts and/or investors, the Company ensures that a copy of the presentation is announced via the ASX Market Announcements platform.

Principle 6 – Respect the Rights of Security Holders

Recommendation 6.1

The Company provides information about itself and its governance to investors via its website at <https://www.sheffieldresources.com.au/site/about-us/corporate-governance> as set out in its *Continuous Disclosure Policy*.

Recommendation 6.2

The Company has designed and implemented an investor relations program to facilitate effective two-way communication with investors. The Executive Chair engages in informal meetings and telephone calls with a range of investors on a regular basis. The program is set out in the Company's *Continuous Disclosure Policy*.

Recommendation 6.3

The Company has in place a *Shareholder Communication Policy*, which outlines the policies and processes that it has in place to facilitate and encourage participation at meetings of shareholders. Shareholders are able to communicate with the Key Management Personnel via their individual and the Company email address at info@sheffieldresources.com.au

Recommendation 6.4

The Company has in place a practice whereby all substantive resolutions at a meeting of security holders are decided by way of poll.

Recommendation 6.5

Shareholders are given the option to receive communications from and send communications to, the Company and its share registry electronically. Shareholders are able to communicate regularly with the Company's share registrar, Link Market Services via <https://www.sheffieldresources.com.au/site/investor-centre/shareholder-services>.

Principle 7 – Recognise and Manage Risk

Recommendation 7.1

The Board has established a separate Audit and Risk Committee. The Audit and Risk Committee has adopted an *Audit and Risk Committee Charter* approved by the Board and available on the Company's website. The *Audit and Risk Committee Charter* describes the Audit and Risk Committee's role, composition, function, and responsibilities.

The members of the Audit and Risk Committee are Independent Non-Executive Directors, including the Committee Chair. The Committee members, their qualifications, and the number of meetings the Audit and Risk Committee they attended throughout the year can be found in the Directors' Report contained in the 2022 Annual Report.

Recommendation 7.2

The Board reviews the Company's risk management framework annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the Company faces and to ensure that the Company is operating within the risk appetite set by the Board. The Board carried out these reviews during the Reporting Period.

Recommendation 7.3

The Company does not have an internal audit function. To evaluate and continually improve the effectiveness of the Company's risk management and internal control processes, the Board relies on ongoing reporting and discussion of the management of material business risks as outlined in the Company's *Risk Management Policy*.

Recommendation 7.4

The Company has material exposure to a number of economic, environmental and/or social sustainability risks, including expenditure levels relative to mine development success, progress toward production, commodity price fluctuations, performance of activities, human resources, community and environment matters.

The Board and senior executives are responsible for overseeing the implementation of the Company's approach to risk management. The Company's approach to risk management is based on the identification, assessment, monitoring, management and reporting of material risks related to its business and management systems. Risk management governance originates at board level and flows through to the Executive Chair and the Company's business units through the Company's risk

register, management and reporting against the risk register and delegated authorities in accordance with the Company's Approval Matrix.

The Company's risk register identifies risks to which the Company is exposed, designating such risks by business function. For each risk in the Company's risk register, the likelihood and consequence of each risk materialising is assessed and risks are then ranked accordingly. Existing risk mitigation measures are recorded in the risk register and risk rankings are adjusted according to existing risk mitigation initiatives in place.

The Board is responsible for reviewing and ratifying systems of risk management and internal control and compliance, codes of conduct and legal compliance. It uses a number of mechanisms to ensure that management's objectives and activities are aligned with the risks identified by the Board. These include:

- a) The Board receives periodic reports on the Company's development and exploration activities, in particular, the Thunderbird mineral sands project, including management of operational risks;
- b) Board approved operating budgets and plans which are monitored against actual cost and progress;
- c) The Chief Financial Officer shall report to the Board on financial risks and financial risk management;
- d) Application of the Company's risk register which identifies risks by aspect of the Company's business, assesses the likelihood and consequence of each risk and ranks each risk, taking account of existing control measures; and
- e) Ensuring the executive management team is responsible for developing policies, processes and procedures to identify, prioritise and manage risks related to Sheffield's activities.

Levels of insurance cover on insurance policies maintained by the Company to mitigate some operational risks are disclosed to the Board for review.

Principle 8 – Remunerate Fairly and Responsibly

Recommendation 8.1

The Board has established a separate Nomination and Remuneration Committee. The Nomination and Remuneration Committee has adopted a *Nomination and Remuneration Committee Charter* approved by the Board and is available on the Company's website. The *Nomination and Remuneration Committee Charter* describes the Nomination and Remuneration Committee's role, composition, function, and responsibilities.

The members of the Nomination and Remuneration Committee are Independent Non-Executive Directors, including the Committee Chair. The Committee members, their qualifications, and the number of meetings the Nomination and Remuneration Committee they attended throughout the year can be found in the Directors' Report contained in the 2022 Annual Report.

Recommendation 8.2

Details of remuneration including the Company's policy on remuneration are contained in the *Remuneration Report*, which forms part of the Directors' Report within the Company's 2022 Annual Report. This disclosure includes a summary of the Company's policies regarding performance-based remuneration.

Recommendation 8.3

The Company issues equity-based remuneration to its employees through its Performance Rights Plan. The plan details the terms and conditions under which performance rights can be granted. The Plan states that a Participant must not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure, to their Performance Rights.

The Performance Rights Plan was approved at a meeting of shareholders at the Company's 2021 AGM. A summary of the Company's Performance Rights Plan is disclosed within the *Remuneration Report* of the Company's 2022 Annual Report and is also disclosed within the 2021 Notice of Annual General Meeting, available on the Company's website.