Corporate Governance Statement 2026

This statement has been approved by the Board and is current as at 30 September 2026.

Xpedra Resources Limited's ('Xpedra' or 'the Company') approach to Corporate Governance

This Statement addresses how Xpedra0 implements the ASX Corporate Governance Council's, 'Corporate Governance Principles and Recommendations – 4th Edition (referred to as either ASX Principles or Recommendations). All references to the Company's Corporate Governance Plan refer to the document that is available on the website www.xpedraresources.com under the Corporate Governance section.

Principle 1: Lay solid foundations for management and oversight

Recommendation 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.

Role of the Xpedra Board ('the Board")
The Board is responsible for the governance of Xpedra. The role of the Board is to provide overall strategic guidance and effective oversight of management. The Board derives its authority to act from Xpedra's Constitution.

The Board's responsibilities are set out in a formal Charter which the Board reviews at least every two years. The Charter was most recently reviewed in September 2026.

The major powers the Board has reserved to itself are:

- Driving the strategic direction of the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance.
- Appointment, and where necessary, the replacement, of the Chief Executive Officer and other senior executives and the determination of their terms and conditions including remuneration and termination.
- Approving the Company's remuneration framework.
- Monitoring the timeliness and effectiveness of reporting to Shareholders.
- Reviewing and ratifying systems of audit, risk management and internal compliance and control, codes of conduct and legal compliance to minimise the possibility of the Company operating beyond acceptable risk parameters.
- Approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures.
- Approving and monitoring the budget and the adequacy and integrity of financial and other reporting such that the financial performance of the company has sufficient clarity to be actively monitored.
- Approving the annual, half yearly and quarterly accounts.
- Approving significant changes to the organisational structure.
- Approving decisions affecting the Company's capital, including determining the Company's dividend policy and declaring dividends.
- Recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them (in accordance with the ASX Listing Rules if applicable).
- Ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making.
- Procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.

Delegation to the Managing Director / Executive Chairman / Chief Executive Officer
The Board can choose to delegate to the Managing Director / Executive Chairman / Chief Executive Officer responsibility for implementing Xpedra's strategic direction and for managing Xpedra's day-to-day operations.

Recommendation 1.2 *– A listed entity should:*

(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and
(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

The Group does not have a Nomination Committee. The role of the Nomination Committee has been assumed by the full Board operating under the Nomination Committee Charter adopted by the Board.

When considering the appointment of a new Director, the Board may engage the services of an executive

recruitment firm to assist to identify suitable candidates to be shortlisted for consideration for appointment to the Board and to carry out appropriate reference checks before the Board makes an offer to a preferred candidate.

Newly appointed directors must stand for reappointment at the next subsequent AGM. The Notice of Meeting for the AGM provides shareholders with information about each Director standing for election or re-election including details of relevant skills and experience.

Recommendation 1.3 *– A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.*

New Directors consent to act as a Director and receive a formal letter of appointment which sets out duties and responsibilities, rights, and remuneration entitlements.

Recommendation 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.*

Xpedra's Company Secretary is directly accountable to the Chair for any matters relevant to the company secretarial duties or conduct of the Board. This requirement is specified in the Corporate Governance Plan.

Recommendation 1.5 *– A listed entity should:*

- *(a) have and disclose a diversity policy;*
- *(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and*
- *(c) disclose in relation to each reporting period:*
  - *(1) the measurable objectives set for that period to achieve gender diversity;*
  - *(2) the entity's progress towards achieving those objectives; and*
  - *(3) either:*
    - *(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or*
    - *(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.*

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.

The Group is committed to workplace diversity and to ensuring a diverse mix of skills and talent exists amongst its directors, officers and employees. The Board has adopted a Diversity Policy, part of the Company's Corporate Governance Plan, which addresses equal opportunities in the hiring, training and career advancement of directors, officers and employees. The Board believes in the value of diversity but does not believe that given the size of the Company and the resources available to it, that formalising measurable objectives for achieving gender diversity are appropriate. As the Company grows, the Board will continue to consider the need to formalise measurable objectives for achieving gender diversity and once implemented, appropriate disclosures will be made in line with this policy. As the Company has not yet developed any formal measurable objectives, it has not reported on the progress against these objectives during the financial year.

In accordance with this policy, the Board discloses there is one woman (25%) employed in the organisation or on the Board of the Group as at the date of this report.

The entity is not a "relevant employer" under the *Workplace Gender Equality Act.*

Recommendation 1.6 *– A listed entity should:*

- *(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and*
- *(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.*

The Board of Xpedra conducts its performance review of itself on an ongoing basis throughout the year. The small size of the Group and hands on management style requires an increased level of interaction between Directors and Executives throughout the year. Board members meet amongst themselves both formally and informally. The Board considers that the current approach that it has adopted with regard to the review of its performance provides the best guidance and value to the Group given its size.

Recommendation 1.7 *– A listed entity should:*

- *(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and*

(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

The Board of Xpedra conducts its performance review of senior executives on an ongoing basis throughout the year. The small size of the Group and hands on management style requires an increased level of interaction between Directors and senior executives throughout the year. The Board considers that the current approach provides the best guidance and value to the Group given its size.

Principle 2: Structure the Board to be effective and add value

Xpedra's Constitution provides for a minimum of three directors and a maximum of twelve.

The Directors of Xpedra at any time during the financial year are listed with a brief description of their qualifications, appointment date, experience and special responsibilities in the Annual Report.

The Board met regularly throughout the course of the financial year to discuss the Company's operational and financial activities and held four formal meetings during the year. In addition to the formal meeting of directors, the Board has held numerous discussions throughout the year and passed circular resolutions on all material matters.

Recommendation 2.1 *– The Board of a listed entity should:*

(a) have a nomination committee which:
- *(1) has at least three members, a majority of whom are independent directors; and*
- *(2) is chaired by an independent director, and disclose:*
- *(3) the charter of the committee;*
- *(4) the members of the committee; and*
- *(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*

(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

The Group does not have a Nomination committee. The role of the Nomination Committee has been assumed by the full Board operating under the Nomination Committee Charter, contained within the Corporate Governance Plan, adopted by the Board. The Directors consider this as appropriate to the size and nature of operations of the Group.

Recommendation 2.2 *– A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.*

The Group does not have an established board skills matrix on the mix of skills and diversity for Board membership. The Board continues to monitor the mix of skills and diversity on the Board however, due to the size of the Group, the Board does not consider it appropriate at this time to formally set a matrix on the mix of skills and diversity for Board membership. The current board members have significant experience with ASX listed entities and capital markets and hold professional registrations in administration, geology and corporate governance.

Recommendation 2.3 *– A listed entity should disclose:*

(a) the names of the directors considered by the board to be independent directors;

(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board 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

(c) the length of service of each director.

The skills, experience and expertise relevant to the position of Director held by each Director in office at the date of the Annual Report is included in the Directors' Report. Directors of the Group are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement.

The Board has accepted the following definition of an Independent Director:
"An Independent Director is a Director who is not a member of management, is a Non-Executive Director and who:

- is not a substantial shareholder (under the meaning of Corporations Act 2001) of the Group or an officer of, or otherwise associated, directly or indirectly, with a substantial shareholder of the Group;
- has not within the last three years been employed in an executive capacity by the Group or another Group member, or been a Director after ceasing to hold any such employment;
- is not a principal of a professional adviser to the Group or another Group member;
- is not a significant consultant, supplier or customer of the Group or another Group member, or an officer

of or otherwise associated, directly or indirectly, with a significant consultant, supplier or customer;
- has no significant contractual relationship with the Group or another Group member other than as a Director of the Group;
- is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Group."

In accordance with the definition of independence above, a majority of the Board is not considered independent. However, given the size of the Group and the nature of its operations, the current Board composition is deemed appropriate. There are procedures in place, as agreed by the Board, to enable Directors to seek independent professional advice on issues arising in the course of their duties at the Group's expense.

The term in office held by each Director in office at the date of this report is as follows:

Name	Role	Date of Appointment	Independent
Michael Haynes	Non-Executive Chairman	9 September 2025	No
Scott Funston	Managing Director	1 December 2025	No
Kevin Joyce	Technical Director	14 August 2026	No
Gary Billingsley	Non-Executive Director	21 October 2020	Yes

Recommendation 2.4 *– A majority of the board of a listed entity should be independent directors.*

The Group does not have a majority of independent directors. The Directors consider that the current structure and composition of the Board is appropriate to the size and nature of operations of the Group and the Director's interests are aligned with that of the Company.

Recommendation 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.*

Under Xpedra's Constitution, the Board elects a Chairman from amongst the Directors.

Xpedra's Chairman is not considered an independent Director as he has previously held an executive position in the Company in the last 3 years. Notwithstanding this, the Board considers Mr Haynes to be the most appropriate person for the position as Chair giventhe size of the Company and Mr Hayne's significant corporate experience.

Recommendation 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.*

The formal letter of appointment and an induction pack provided to Directors contain sufficient information to allow the new Director to gain an understanding of:
- The rights, duties and responsibilities of Directors;
- The role of Board Committees;
- The roles and responsibilities of the Chief Executive / Operating Officer; and
- Xpedra's financial, strategic, and operational risk management position.

Directors are encouraged to take appropriate professional development opportunities approved by the Board.

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

Recommendation 3.1 *– A listed entity should articulate and disclose its values.*

The Board has adopted a set of values which are the foundation for how the Company achieves its business objectives. Our values are supported by the Code of Conduct and other key governance principles and policies which are approved by the Board. The Company has disclosed its values in its Corporate Governance Plan which can be found on the Company's website.

Recommendation 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.

Xpedra has a Code of Conduct that applies to the Company and its Directors, employees and contractors (all of which are referred to as "employees" in the Code).

The Code of Conduct sets out a number of overarching principles of ethical behaviour which cover:

- Personal and Professional Behaviour;
- Conflict of Interest;
- Public and Media Comment;
- Use of Company Resources;
- Security of Information;
- Intellectual Property/Copyright
- Discrimination and Harassment;
- Corrupt Conduct;
- Occupational Health and Safety;
- Legislation;
- Fair Dealing;
- Insider Trading;
- Responsibilities to Investors;
- Breaches of the Code of Conduct; and
- Reporting Matters of Concern.

Xpedra's Code of Conduct is included a part of the Corporate Governance Plan.

Recommendation 3.3 - *A listed entity should:*

(a) have and disclose a whistleblower policy; and
(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.

The Company has a Whistleblower Policy contained within its Corporate Governance Plan which can be found on the Company's website. The Whistleblower Policy sets out the reporting process to be followed.

Recommendation 3.4 - *A listed entity should:*

(a) have and disclose an anti-bribery and corruption policy; and
(b) ensure that the board or committee of the board is informed of any material breaches of that policy.

The Company has an Anti-bribery and Corruption Policy contained within its Corporate Governance Plan which can be found on the Company's website. The Anti-bribery and Corruption Policy sets out the reporting process to be followed.

Principle 4: Safeguard integrity in corporate reporting

Recommendation 4.1 *– A board of a listed entity should:*

a) have an audit committee which:
    1. has at least three members, all of whom are non-executive directors anda majority of whom are independent; and
    2. is chaired by an independent director, who is not the chair of the board,and disclose:
    3. the charter of the committee;
    4. the relevant qualifications and experience of the members of thecommittee; and
    5. in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the membersat those meetings; or

b) *if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard that integrity of its corporate reporting, including the processes for the appointment and removal of the externalauditor and the rotation of the audit engagement partner.*

The Group does not have an Audit and Risk Management Committee. The role of the Audit and Risk Management Committee has been assumed by the full Board operating under the Audit and Risk Management Committee Charter adopted by the Board. The Directors consider this as appropriate to the size and nature of operations of the Group.

Charter of the Audit and Risk Management Committee
The Board has formally adopted an Audit and Risk Management Committee Charter but given the present size of the Group, has not formed a separate Committee. Instead the function of the Committee will be undertaken by the full Board in accordance with the policies and procedures outlined in the Audit and Risk Management Committee Charter. At such time when the Group is of sufficient size a separate Audit and Risk Management Committee will be formed.

It is the Board's responsibility to ensure that an effective internal control framework exists within the entity. This includes both internal controls to deal with both the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial and non-financial information. It is the Board's responsibility for the establishment and maintenance of a framework of internal control of the Group.

The external auditor attends Xpedra's Annual General Meeting. Shareholders may submit written questions to the auditor to be considered at the meeting in relation to the conduct of the audit and the preparation and content of the Independent Audit Report by providing the questions to Xpedra at least five business days before the day of the meeting. No questions were sent to the auditor in advance of the 2025 Annual General Meeting. Shareholders are also given a reasonable opportunity at the meeting to ask the auditor questions relevant to the conduct of the audit, the Independent Audit Report, the accounting policies adopted by Xpedra and the independence of the auditor.

Recommendation 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 thatthe opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.*

The Chief Operating / Executive Officer and the Chief Financial Officer have provided the Board with written assurances that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal compliance and control and that the system is operating effectively in all material respects in relation to financial reporting risks.

Recommendation 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.*

Where a periodic corporate report is not required to be audited or reviewed by an external auditor, Management conducts comprehensive internal verification processes to ensure the report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions and the full Board reviews and approves the release of the reports.

Principle 5: Make timely and balanced disclosure

Recommendation 5.1 *– A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under Listing Rule 3.1.*

Disclosure
Xpedra's Disclosure Policy describes Xpedra's continuous disclosure obligations and how they are managed by Xpedra. The Policy is included within the Corporate Governance Plan published on Xpedra's website.

Accountability
The Company Secretary reports to the Board on matters that were either notified or not notified to the ASX. Directors receive copies of all announcements notification to the ASX. All ASX announcements are available on Xpedra's website.

Financial market communications
Communication with the financial market is the responsibility of the Board. Communication with the media is the

responsibility of the Board. The Disclosure Policy covers briefings to institutional investors and stockbroking analysts, general briefings, one-on-one briefings, blackout periods, compliance and review as well as media briefings.

The substantive content of any market presentations about the half year and full year financial results and all statements relating to Xpedra's future earnings performance must be referred to, and approved by, the Board before they are disclosed to the market.

Recommendation 5.2 *– A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.*

As contained in the Company's Continuous Disclosure Policy contained in the Corporate Governance Plan published on Xpedra's website, the Company Secretary is to maintain a copy of all announcements released and ensure that the Board receives copies of all material announcements promptly after they have been made.

Recommendation 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.*

As stipulated in the Company's Continuous Disclosure Policy contained in the Corporate Governance Plan published on Xpedra's website, any new and substantive investor or analyst presentation will be released on the ASX Market Announcements Platform ahead of the presentation.

Principle 6: Respect the rights of security holders

Recommendation 6.1 *– A listed entity should provide information about itself and its governance to investors via its website.*

Xpedra's website provides detailed information about its business and operations. Details of Xpedra's Board Members can be found on the website.

The Investor Centre link on Xpedra's website provides helpful information to shareholder. It allows shareholders to view all ASX and media releases; various investor presentations; a copy of the most recent Annual Report and Annual Reports for at least the two previous financial years; and the notice of meeting and accompanying explanatory material for the most recent Annual General Meeting and the Annual General Meetings for at least the two previous financial years.

Shareholders can find information about Xpedra's corporate governance on its website at under the Corporate Governance heading. This includes Xpedra's Corporate Governance Plan which includes:

- Board Charter
- Corporate Code of Conduct
- Committee Charters
- Performance evaluation processes
- Continuous disclosure processes
- Risk management processes
- Trading policy
- Diversity policy
- Shareholder communications strategy
- Whistleblower Policy
- Anti-bribery & Corruption Policy

Recommendation 6.2 *– A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.*

Xpedra is committed to communicating effectively with its shareholders and making it easier for shareholders tocommunicate with the Group.

Xpedra promotes effective communication with shareholders and encourages effective participation at generalmeetings, information is communicated to shareholders:

- Through the release of information to the market via the ASX;
- Through the Annual Report, half yearly report and quarterly reports;
- Through the distribution of the annual report and notices of annual general meeting;
- Through shareholder meetings and investor relations presentations; and

- The external auditors are required to attend the annual general meeting and are available to answer any shareholder questions about the conduct of the audit and preparation of the audit report.

Recommendation 6.3 *– A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.*

Shareholders are encouraged to attend all general meetings and AGM's and are invited to submit questions before the meeting and, at the meeting, the Chairman attempts to answer as many of these as is practical.

The Chairman also encourages shareholders at the meeting to ask questions and make comments about Xpedra's operations and the performance of the Board and senior management. The Chairman may respond directly to questions or, at his discretion, may refer a question to another Director.

New Directors or Directors seeking re-election are given the opportunity to address the meeting and to answer questions from shareholders.

Recommendation 6.4 *– A listed entity should ensure that all substantive resolutions at a meeting of securityholders are decided by a poll rather than by a show of hands.*

As contained in the Company's Shareholder Communications Strategy contained in the Corporate Governance Plan published on Xpedra's website, all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

Recommendation 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.*

Shareholders have the option of electing to receive all shareholder communications by e-mail. Xpedra provides a printed copy of the Annual Report to only those shareholders who have specifically elected to receive a printed copy. Other shareholders are advised that the Annual Report is available on Xpedra's website.

Xpedra's Share Register is managed and maintained by Automic Share Registry Services Pty Ltd. Shareholders can access their shareholding details or make enquiries about their current shareholding electronically by quoting their Shareholder Reference Number (SRN) or Holder Identification Number (HIN), via the Automic Share Registry Investor Online Login or by emailing hello@automic.com.au.

Principle 7: Recognise and manage risk

Recommendation 7.1 *– A board of a listed entity should:*

a) have a committee or committees to oversee risk, each of which:
   1. has at least three members, all of whom are non-executive directors anda majority of whom are independent; and
   2. is chaired by an independent director,and disclose:
      (i) the charter of the committee;
      (ii) the members of the committee; and
      (iii) as at the end of each reporting period the number of times the committeemet throughout the period and the individual attendances of the membersat those meetings; or

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 managementframework.

The Group does not have an Audit and Risk Management Committee. The role of the Audit and Risk Management Committee has been assumed by the full Board operating under the Audit and Risk Management Committee Charter adopted by the Board.

Details of the structure and Charter of the Audit and Risk Management Committee are set out in Recommendation 4.1.

Recommendation 7.2 *– The board or a committee of the board should:*

a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to therisk appetite set by the board; and
b) disclose, in relation to each reporting period, whether such a review has takenplace.

Risk Management Policies

Xpedra has a number of other policies that directly or indirectly serve to reduce and/or manage risk. These include, but are not limited to:

- Corporate Code of Business Conduct
- Dealing in Company Securities
- Communications Strategy
- Disclosure Policy
- Risk Management and Internal Control Policy
- Whistleblower Policy
- Anti-bribery & Corruption Policy

Roles and responsibilities

The Risk Management Policy, and the other policies listed above, describes the roles and responsibilities for managing risk. This includes, as appropriate, details of responsibilities allocated to the Board.

The Board is responsible for reviewing and approving changes to the Risk Management Policy and for satisfying itself that Xpedra has a sound system of risk management and internal control that is operating effectively.

The Risk Management Framework is subject to continual review as part of the ongoing reporting and approval processes detailed above.

Recommendation 7.3 *– A listed entity should disclose:*

a) If it has an internal audit function, how the function is structured and what role itperforms; or
b) if it does not have an internal audit function, that fact and the processes it employsfor evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.

The Group does not have an established internal audit function given the size of its current operations. The risk management functions of the board are summarised under recommendations 7.1 and 7.2.

Recommendation 7.4 *– A listed entity should disclose whether it has any material exposure to environmental orsocial risks and, if it does, how it manages or intends to manage those risks.*

The Board determines whether the Company has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks. The Company's Corporate Governance Plan requires the Company to disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks. The Company does not believe it has any significant exposure to economic, environmental and social sustainability risks.

Principle 8: Remunerate fairly and responsibly

Recommendation 8.1 *– A board of a listed entity should:*

a) have a remuneration committee which:
    1. has at least three members, a majority of whom are independent; and
    2. is chaired by an independent director,and disclose:
        (i) the charter of the committee;
        (ii) the members of the committee; and
        (iii) as at the end of each reporting period the number of times the committeemet throughout the period and the individual attendances of the membersat those meetings; or
b) if it does not have a remuneration committee, disclose that fact and the processesit employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

The Board is responsible for determining and reviewing compensation arrangements for executive directors. The Board has formally adopted a Remuneration Committee Charter however given the present size of the Group, has not formed a separate Committee. Instead the function will be undertaken by the full Board in accordance with the policies and procedures outlined in the Remuneration Committee Charter. At such time when the Groupis of sufficient size a separate Remuneration Committee will be formed.

There is no scheme to provide retirement benefits, other than statutory superannuation, to non-executive Directors.

Recommendation 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.*

Xpedra's remuneration structure distinguishes between non-executive Directors and others. A Remuneration Report required under Section 300A(1) of the Corporations Act is provided in the Directors' Report of the Annual Report.

Recommendation 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 riskof participating in the scheme; and

b) disclose that policy or a summary of it.

Participants in equity-based remuneration schemes are not permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme unless specifically approved by the Board. A summary of the policy is provided in the Company's Corporate Governance Plan which is on the Company's website.