2022 CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement is current as at 30 September 2022 and was reviewed and approved by the Board of Directors.

The Board has responsibility for corporate governance for the Alligator Energy Limited (the Company) and its subsidiaries (the Group) and has implemented policies, procedures and systems of control with the objective of ensuring an appropriate framework for governance outcomes that meet the expectations of stakeholders.

The Statement sets out the key features of the corporate governance framework that Alligator Energy Limited (Alligator or the Company) has established. The Company's corporate governance practices reflect the commitment of the Board of Directors to implement the highest standards of ethics, integrity, legal and statutory compliance.

In establishing the corporate governance framework of the Company, the Board has adopted, where appropriate, practices consistent with the ASX Corporate Governance Council's Principles and Recommendations (4th Edition) which came into effect for financial years commencing on or after 1 January 2020.

Where after consideration, the Company's corporate governance practices depart from the recommendations, this Statement provides an explanation for the adoption of an alternative practice in compliance with the "if not, why not" reporting regime. All practices, unless otherwise stated, were in place for the entire reporting period ended 30 June 2022.

Further information relating to the Group's corporate governance practices and policies is publicly available on the Group's website at www.alligatorenergy.com.au

The table below summarises the status of the Group's compliance with each of the recommendations contained in the ASX Corporate Governance Council's Principles and Recommendations at the date of this Statement and provides further supporting detail in the narrative included thereafter.

ASX Corporate Governance Principle and Recommendations		Status
Principle 1 – Lay solid foundations for management and oversight		
1.1	A listed entity should disclose: (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.	*Compliant*- see Corporate Governance Charter.
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate 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.	*Compliant*- appropriate checks are conducted prior to appointing a new director or senior executive. Shareholders are provided with all relevant information available to the Board which is relevant to a decision on whether or not to elect or re-elect a Director.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	*Compliant*- written agreements are in place setting out the terms of appointment.
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.	*Compliant*- the Company Secretary is accountable to the Board, through the Chair, on all matters to do with proper functioning of the Board.
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a relevant committee of the board to set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in each reporting period: (1) the measurable objectives set for the period to achieve gender diversity; (2) the entities progress towards achieving those objectives; and ; either: (i) the respective proportions of men and women on the board, in senior executive positions and across the workforce (including how the entity has defined "senior executive" for these purposes); or (ii) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender	*Non- Compliant*- the Group has a Diversity Policy which documents the principles and commitment in relation to maintaining a diverse group of employees. The Group has not however set measurable objectives for achieving gender diversity due to the size of the Group (a total of 11 employees and contractors at 30 June 2022 of which 3 are female). The Group intends to establish quantifiable measures at the time of transition from exploration and evaluation activities to project development and operations.

	Equality Indicators", as defined and published under the Act.	
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 in relation to each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	*Compliant*- the Group has a process for periodically evaluating the collective performance of the Board which is conducted using a self-assessment questionnaire. The feedback is collated by the Company Secretary to assist the Chair facilitate a discussion session amongst Board Members. Any agreed actions or outcomes from the collective discussion are monitored by the Company Secretary. A board performance evaluation was conducted for FY22. The Board is yet to implement a process of evaluating the performance of individual directors due to the current size and scale of operations. Further detail on the process and plans is provided in this Corporate Governance Statement.
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 was undertaken in accordance with that process during or in respect of that period.	*Compliant*- a formal performance evaluation for the CEO took place In April 2021. The CEO then signed a full-time contract effective 1 September 2021 with revised KPIs. A performance assessment against these KPIs occurred in September 2022. A senior executive assessment review occurred in July 2022 in accordance with the Group's annual performance process and feedback was provided by the CEO to the senior executives.
Principle 2 - Structure the board to add value		
2.1	The board of a listed entity should: (a) have a nomination committee which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director; (iii) and disclose: i. the charter of the committee; ii. the members of the committee; iii. 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 the fact and the process 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.	*Compliant*- the full Board, chaired by an independent director, currently carries out the function of a Nomination Committee due to the size of the Group and its current level of activity. The Board, in conjunction with the annual review of the strategy considers the size, composition, skills, competencies and diversity required in order to effectively discharge its duties and responsibilities.

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.	*Compliant*- the Board has reviewed its composition and assessed a matrix of skills in light of its current operations and requirements. See Appendix 1 for the summary.
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, association or relationship of the type described in Box 2.3 - "Factors relevant to assessing the independence of a director" 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.	*Compliant*- further detail provided in this Corporate Governance Statement.
2.4	A majority of the board of a listed entity should be independent directors.	*Compliant*- at the date of this report the Board comprised of four directors, two of whom are regarded as independent.
2.5	The Chair of the Board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	*Compliant*- the Chair is an independent non-executive director
2.6	A listed entity should have a program for inducting new directors and 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.	*Compliant*- the Group has an established program for inducting a new director. This covers all aspects of the Group's activities and policies. The Group encourages directors to actively participate in continuing professional development relevant to their qualifications and experience.
Principle 3 – Act ethically and responsibly		
3.1	A listed entity should articulate and disclose its values.	*Compliant*- the Group has formally documented the values that underpin its operations and these are disclosed on the website.
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	*Compliant*- the Group has a Code of Conduct which is included on the website. The Board is informed of any significant breach of this Code.
3.3	A listed entity should : (a) have and disclose a whistle-blower policy; and	*Compliant* – the Group has a Whistle-blower Policy and the Board is informed of any material incidents reported under that policy

	(b) ensure that the board or a committee of the board is informed of any material incidents reported under the policy.	
3.4	A listed entity should : a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.	*Compliant*- the Group has a Anti-bribery and Anti-Corruption Policy which is included on the website. The Audit and Risk Committee is informed of any material breach of the policy.
Principle 4 - Safeguard integrity in corporate reporting		
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (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 (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 rotation of the audit engagement partner.	*Non- Compliant*- the Group has an Audit & Risk Management Committee which is chaired by an independent director but only comprises of two independent directors of the Company. The Charter of the Committee is included in the Corporate Governance Charter included on the Group's website. The qualifications of Committee members and the number of meetings held during the year are disclosed in the Annual Report.
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating efficiently.	*Compliant*- The Board receives Section 295A Declarations from the CEO and CFO before approving the financial statements for the Half-Year and the Full-Year.
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.	*Compliant*- the Board reviews and approves the Annual, Half-year and Quarterly Financial Reports.

Principle 5 - Make timely and balanced disclosure		
5.1	A listed entity should have a written policy for complying with its disclosure obligations under the Listing Rule 3.1;	*Compliant*- the policy is included on the Group's website
5.2	A listed entity should ensure that its board receives copies of all market announcements promptly after they have been made.	*Compliant* – the Board receives and reviews all significant market announcements and is automatically provided with all market announcements once released on the ASX portal.
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.	*Compliant* – the Company releases all new and substantive presentations immediately prior to the event.
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.	*Compliant*- the Group has a website (www.alligatorenergy.com.au) where investors are able to locate information about the Group, its Directors, Senior Executives and the Group's governance framework.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	*Compliant*- see the Shareholder Communications Policy on the website.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	*Compliant*- see the Shareholder Communications Policy on the website.
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.	*Compliant*- all resolutions put to Shareholders in general meeting are decided by means of a poll.
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	*Compliant*- the Group encourages the use of electronic means of communication through registering with the share registry (Automic).
Principle 7- Recognise and manage risk		
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of 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; (b) if it does not have a risk committee or committees that satisfy (a) above, disclose the fact and the	*Non- Compliant*- the Group has an Audit & Risk Management Committee which is chaired by an Independent Director but only comprises of two independent directors of the Company. The Charter of the Committee is included in the Corporate Governance Charter. The Charter together with the Risk Management Policy is included on the website.

	processes it employs for overseeing the entity's risk management framework.	
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 the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	*Compliant*- the Audit & Risk Management Committee together with the Board receive reports on the status and management of the strategic and operational risks in order to confirm that the framework for risk management remains sound for the size and scale of operations. The Audit & Risk Committee considers the appropriateness of the framework at the time of approving the Annual Financial Statements. See this Corporate Governance Statement for more detail.
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, the fact and processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	*Compliant*- the Group does not have an internal audit function. Further details on how risk management and internal controls are evaluated are set out in this Corporate Governance Statement.
7.4	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.	*Compliant*- see further detail in this Corporate Governance Statement.
Principle 8- Remunerate fairly and responsibly Companies should ensure that the level and composition of remuneration is sufficient and reasonable and that its relationship to performance is clear		
8.1	The board of a listed entity should: (a) have a remuneration 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 remuneration committee, disclose that fact and the processes it employs for settling the level and composition of remuneration for directors and senior executives and ensuring that such remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	*Non- Compliant*- the full board performs the role of the Remuneration Committee and the Charter is set out in the Corporate Governance Charter set out on the Group's website. Details of the number of board meetings held during the year are disclosed in the Annual Report.

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.	*Compliant*- the Group discloses its policy on remuneration in the Remuneration Policy on the website and the Remuneration Report contained within the Group's Annual Report.
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	*Compliant*- the Group has a Securities Trading Policy which prohibits the use of derivatives. The Policy is included on the Group's website.

The Corporate Governance Principles and Recommendations

Principle 1 – Lay solid foundations for management and oversight

Roles and responsibilities of the Board and Management

The Group has established a Corporate Governance Charter which details the adopted practices and processes in relation to matters reserved for the Board's consideration and decision-making and specifies the level of authorisation provided to other key management personnel.

The Corporate Governance Charter sets out the functions of the Board which include:

- ensuring compliance with the Corporations Act, ASX Listing Rules (where appropriate) and all relevant laws;
- developing, implementing and monitoring operational and financial targets for the Group;
- appointment of appropriate staff, consultants and experts to assist in the Group's operations, including the selection and monitoring of a chief executive officer;
- ensuring appropriate financial and risk management controls are implemented;
- approving and monitoring financial and other reporting;
- setting, monitoring and ensuring appropriate accountability for directors' and executive officers' remuneration;
- establishing and maintaining communications and relations between the Group and third parties, including its shareholders and ASX;
- implementing appropriate strategies to monitor performance of the Board in implementing its functions and powers;
- oversight of the Group including its framework of control and accountability systems to enable risk to be assessed and managed;
- appointing and removing the chief executive officer;
- ratifying the appointment and, where appropriate, removal of the Chief Financial Officer and the Company Secretary;
- input into and final approval of the management's development of corporate strategy and performance objectives;
- reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- monitoring senior management's performance, implementation of strategy and ensuring appropriate resources are available;
- approving and monitoring the progress of major capital expenditure, capital management and acquisitions and divestitures;
- approval of the annual budget;
- monitoring the financial performance of the Group;
- liaising with the Group's external auditors;
- monitoring, and ensuring compliance with, all of the Group's legal obligations;
- approving and monitoring financial and other reporting; and
- appointing and overseeing Committees where appropriate to assist in the above functions and powers.

The day to day management of the Group's affairs and the implementation of the corporate strategy have been formally delegated by the Board to the Chief Executive Officer.

A copy of the Corporate Governance Charter can be located on the Group's website.

Director Checks

The Group performs checks on all new appointments to the Board or as a Senior Executive which include checks on a person's character, experience, education, criminal record and bankruptcy history.

New directors or senior executives are required to provide consent for the conduct of background checks and also confirm their availability to spend time on Group related matters.

Directors appointed to a casual vacancy must stand for re-election at the next AGM. At that time, the Notice of Meeting provides shareholders with information about the director including details of relevant skills,

experience and any other relevant information available to the Board at that time. A similar approach together with disclosure of length of service is adopted for Directors standing for re-election under the Group's rotation policy.

Written Agreements with Directors and Senior Executives

The Group has a written agreement with all non-executive directors which sets out the terms and conditions associated with their office.

The Group has entered into a separate Service Agreement with the CEO & Executive Director. The details of this arrangement are set out in the Directors' Report - Remuneration Report section.

Company Secretary

The Company Secretary is accountable directly to the Board, through the Chair, on all matters associated with the proper functioning of the Board.

The details and qualifications of the Company Secretary are set out in the Directors' Report which is part of the Annual Report.

Diversity

The Group has a Diversity Policy which documents the principles and commitment in relation to maintaining a diverse employee base within the Group. This policy can be found on the Group's website.

The Group values diversity and recognises the benefits that it brings to the Group and our employees. The Group is committed to employing from a diverse range of ethnic and cultural background and in particular to involve the Traditional Owners (TOs) in our field-based activities.

The Group has not however set measurable objectives for achieving gender diversity due to the size and current level of activities. The Board does however continue to monitor diversity across the operations and will decide at some point in the future when it is appropriate to set such objectives. The total proportion of men and women across the organisation at 30 June 2022 is listed in the table below:

Category	Male	Female
Board (1 executive and 3 non-executive)	4	0
Senior Management	1	1
Staff	6	2
Total Organisation	**11**	**3**

Assessment of Board Performance

The Group has a policy of reviewing the collective performance of its Board on a periodic basis and plans in the future to consider the performance of the individual directors. This process is managed by the Chairman based on the feedback provided through a structured questionnaire. The results of the feedback provided by each Board Member and the Company Secretary are then summarised and tabled for discussion.

A review was conducted in June 2022 covering the past twelve months and the feedback and agreed actions discussed at a subsequent board meeting.

Assessment of Management Performance

The Board conducted a performance assessment of the CEO in April 2021 and provided written feedback against achievement of the agreed KPIs for the contract period. A similar review was conducted for the twelve month period post the CEO accepting a full-time contract on 1 September 2021.

Each employee or contractor has 4 or 5 key performance indicators (KPIs) associated with their role and responsibility. The overall performance of employees and contractors in relation to these KPIs was considered by the CEO in July 2022 and then reported to and discussed with the Board.

Principle 2 - Structure the board to be effective and add value

Nomination Committee

The Board has not established a Nomination Committee. The roles and responsibilities of a Nomination Committee are set out in the Group's Corporate Governance Charter and these are currently overseen by the full Board.

The Board continues to monitor its composition and the roles and responsibilities of its members and considers board renewal and succession during the board performance review process.

The Board shall, upon the Group reaching the requisite corporate and commercial maturity, approve the constitution of a Nomination Committee to assist the Board in relation to the appointment of directors and senior management.

The Company's Constitution provides that at every Annual General Meeting, one third of the directors shall retire from office but may stand for re-election.

Skills Matrix

The Board has the objective of maintaining a mix of skills and expertise which is commensurate with the size and current activities of the Group.

A Board Skills Matrix has been prepared based on individual self-assessment by Directors and has been reviewed by the Board. The Skills Matrix considers the level of experience and expertise of the Board across the areas of industry, technical, corporate (including other board roles, finance, governance and risk) leadership and strategy. Each of these areas is appropriately represented for the Group's current operations. Diversity at present is only considered based on board tenure, tertiary qualifications and geographic exposure.

Independence

Applying the ASX Guidelines on independence as set out in Box 2.3, it is considered that there are two Independent Directors of the four member Board, being Andrew Vigar, Paul Dickson at the reporting date of 30 June 2022. Peter McIntyre is not regarded as an independent director under the independence factors in Box 2.3 as he is a director of Macallum Group that was a substantial shareholder within the last three years (ceased to be a substantial shareholder on 14 October 2020).

A brief summary of the skills, experience and expertise of each Director who is in office at the date of the Annual Report and their term of office are detailed in the Directors' Report. Paul Dickson and Andrew Vigar have both been directors of the Company from the time of listing on the ASX in 2011. Peter McIntyre was appointed at the time that Macallum Group Limited became a substantial shareholder of the Group on 30 October 2013 and Gregory Hall was appointed on 24 July 2015.

The size of the Board is considered appropriate for current scale of operations and will be reviewed for the inclusion of an additional independent director once circumstances change.

Directors have the right to seek independent professional advice in the furtherance of their duties as Directors at the Group's expense. Written approval must be obtained from the Chair prior to incurring any expense on behalf of the Group.

The Board is conscious of the need to transparently manage independence and in this regard a Conflicts Register is maintained. This register is tabled for confirmation of accuracy at the commencement of each board meeting. Where an actual conflict of interest arises during a board meeting, the relevant director(s) leave the meeting to ensure full and frank discussion on the matter at hand unless it is unanimously agreed by the non-conflicted directors that they are able to participate in the discussion but not vote.

Independence of the Chairman

The Group's Chairman since November 2018, Paul Dickson, meets the ASX Corporate Governance independence assessment criteria.

Director Induction

The Group has a program for inducting new directors. The induction program covers all aspects of the Group's activities.

In order to develop and maintain the skills and knowledge required to perform their role, all directors are encouraged to undertake continuing professional development in their fields of expertise. Directors will be granted reasonable access to resources and training in order to address any identified skills gap, based on developments in the industry and environment in which the Group operates.

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

Values

A Corporate Vision Statement along with supporting Values was prepared in late 2021 and is disclosed on the Company's website.

Code of Conduct

The Board acknowledges and emphasises to all directors and employees the importance of maintaining the highest standards of corporate governance practice and ethical conduct.

A Code of Conduct has been adopted requiring directors, employees and contractors to:

- act honestly and in good faith;
- exercise due care and diligence in fulfilling the functions of office;
- avoid conflicts and make full disclosure of any possible conflict of interest;
- comply with the law; and
- encourage reporting and investigating of unlawful and unethical behaviour.

In summary, the Code requires that all personnel act with integrity, objectivity and in compliance with legislation and Group policy.

Whistle-blower Policy

A Whistle-blower Policy incorporating the suggested content in Box 3.3 of the ASX Recommendations was prepared and approved by the Board in August 2020.

Anti-bribery and Anti-corruption Policy

The Company has a Anti-bribery and Anti-corruption Policy that was approved by the Board in October 2021.

The Code of Conduct, Whistle-blower and Anti-bribery and Anti-Corruption Policies are included on the Group's website.

Principle 4 – Safeguard the integrity of corporate reports

Audit Committee

The Group has established an Audit and Risk Management Committee.

The Audit and Risk Management Committee is currently comprised of Paul Dickson and Andrew Vigar (chair). The Committee only consists of the two Independent Non-executive Directors currently on the Board. The size of the Board (and hence the ability to appoint three suitably qualified non-executive directors to the Committee) is considered appropriate for current scale of operations and will be reviewed for the inclusion of an additional independent director once circumstances change.

The qualifications and experience of those appointed to the Audit and Risk Management Committee are included in the Annual Report- Directors' Report section.

The Audit and Risk Management Committee Charter is set out as a sub-section of the Corporate Governance Charter which can be found on the Group's website. Responsibilities of the Audit and Risk Committee include appointment, compensation and oversight of the independent auditor, review of the half year and full year financial statements and review of the effectiveness of the risk management framework.

The number of meetings of the Audit and Risk Committee and attendance at those meetings is shown in the Annual Report- Directors' Report section.

CEO and CFO declarations

Prior to approving the half-year and full-year financial statements the Audit and Risk Management Committee, on behalf of the Board, receives a section 295A (Corporations Act) declaration from the CEO and the CFO/Company Secretary.

Process for verifying the integrity of corporate reports

The Quarterly Activities Report for the Company is tabled, reviewed and approved by the Board before being released to the market.

Principle 5 - Make timely and balanced disclosure

Continuous disclosure

The Group has a written policy and procedure designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure delegated accountability for compliance at a senior executive level. The policy is included on the Group website.

The Board has nominated the CEO and Company Secretary as the persons responsible for communications with the Australian Securities Exchange (ASX). The role includes responsibility for ensuring that all price sensitive information is disclosed to the ASX in accordance with the continuous disclosure requirements of the Corporations Act and ASX Listing Rules.

The Board automatically receives advice of all Company releases on the ASX Platform.

The Company ensures that all new and substantive investor or analyst presentations are released to the market through the ASX Announcements Platform ahead of the presentation.

All information released to the ASX is available on the Group's website.

Principle 6 - Respect the rights of security holders

Information concerning the Company and its governance

The Group has a Shareholder Communication policy and it is available on the Group's website at www.alligatorenergy.com.au.

The Group website enables security holders to access information about the Group, Directors and the Group's governance framework.

Investor relations

The Board strives to ensure that security holders are provided with sufficient information to assess the performance of the Group and its Directors and to make well-informed investment decisions.

The Group formally appointed investor relations consultant late in the 2020/21 financial year and as part of this process the website was refreshed early in the current reporting period.

Information is communicated to security holders through:

- annual, half-yearly and quarterly activity reports;
- annual and other general meetings convened for shareholder approval of Board proposals;
- continuous disclosure of material matters released to the ASX for open access;
- online investor presentations and roadshows (when appropriate) in capital cities where the Group's shareholders are well represented;
- engagement with investors using reputable social media platforms; and
- a website where all ASX announcements, notices and financial reports are published as soon as practical after release.

Security holders and other financial market participants are also able to contact the Group directly to discuss matters of concern or information that is in the public domain.

Participation at meetings of Security holders

Shareholders are strongly encouraged to attend and participate in the Annual General Meetings of Alligator Energy Limited. An opportunity is provided for Shareholders to raise questions on the matters of business for response by the Board.

Use of a poll for resolutions put to shareholders in general meeting

All resolutions put to Shareholders at the 2021 AGM were decided by a poll and this will continue to be the case for all Shareholder Meetings.

Principle 7- Recognise and manage risk

The Board considers identification and management of key risks associated with the business as vital to maximise shareholder wealth. The Board has identified the significant areas of potential strategic and operational risk to the Group.

Risk Committee

The Board has established an Audit and Risk Management Committee. The Charter for this Committee is included in the Corporate Governance Charter on the Group's website. The composition of the Committee has previously been outlined under Principle 4 above along with the independence and current size. The number of meetings held during the reporting period and attendance at these meetings is set out in the Directors' Report within the Annual Report.

The Audit and Risk Management Committee is responsible for ensuring that adequate policies and procedures are in place in relation to effective risk management, compliance and internal controls. The Committee recommends any actions it deems appropriate to the Board for consideration.

The Group's Risk Management Policy is on the Group's website.

Risk Management oversight

The Board is responsible for satisfying itself annually, or more frequently if required, that the Group's risk management framework continues to be sound. This review is conducted through consideration of the strategic risk register at board meetings, operational risk updates from the Exploration Manager and review of the effectiveness of the risk management framework by the Audit and Risk Management Committee on an annual basis.

Management is responsible for designing, implementing and reporting on the adequacy of the Group's risk management and internal control systems. In this regard the identification, monitoring and, where appropriate, the reduction of significant risk to the Group is the responsibility of the CEO in conjunction with the Exploration Manager and CFO/Company Secretary.

The Group does not believe it is of a size that warrants an internal audit function. However the Board and management maintain the required level of assurance through the implementation of a 'fit for purpose' system of internal controls which is monitored by the Audit and Risk Management Committee including the requirement to complete an annual financial internal controls questionnaire.

Exposure to material economic, environmental and social responsibility risk

The Group is focused on the discovery and exploitation of uranium and other energy minerals and currently operates in Arnhem Land, South Australia and northern Italy. As a result there is a potential for material exposure to sovereign, economic, cultural heritage, environmental and sustainability risks.

The Group is acutely aware of the potential business risks associated with mineral exploration and is committed to ensuring that sound health and safety, cultural heritage protection, environmental and community relations practices are in place during the conduct of its exploration activities. The Group has allocated responsibility for establishing and maintaining a culture of good practice through Occupational Health and Safety, Land access, Environmental and Community Relations plans. The management plans in relation to these risks in Arnhem Land are the subject of an annual review by the Department of Industry, trade and Tourism (NT) when operations are occurring.

Economic

The Group is exposed to the global commodity price sentiment for uranium as well as community sentiment towards nuclear power. In this regard the Group monitors the market fundamentals, the debate on the use of nuclear power and the ongoing commitment to reducing carbon emissions. The Group is of a belief that nuclear power will play an important part in a lower carbon emission environment. The Group also has commodity price exposure to nickel and cobalt through the move away from the combustion engine with the rapid technological development of electric vehicles

Key economic risk exposures managed under the Risk Management Policy relate to funding, foreign exchange and dependency on a small team of key personnel.

Sovereign

Changes in government regulations and policies in Australia may adversely affect the financial performance or the current and proposed operations.

The Company's Co-Ni project at Piedmont is located in northern Italy. Possible sovereign risks associated with operating in Italy include, without limitation, changes in the terms of relevant (including mining and environmental approval) legislation or government policy, changes to royalty arrangements, changes to taxation rates and concessions, community concerns with mining and changes in the ability to enforce legal rights. Any of these factors may, in the future, adversely affect the financial performance of the Group, the value of the Group's interest and the market price of its shares.

Recent legislative changes in Italy require all drilling permit applications to be assessed by a centralised National authority. Alligator was one of the first explorer's to apply for a drilling permit under the new process and the extended timeline to secure this approval (obtained in April 2020) highlighted the uncertainties that arise when legislation or processes are changed by Governments.

No assurance can be given regarding future stability in Italy or any other country in which the Company may, in the future, have an interest.

Environmental

As a mineral explorer the Group is committed to undertaking its ongoing program of geophysical surveys and geochemical sampling (together with drilling at the appropriate time) in a responsible manner and in accordance with the regulations specified by the Department of Industry, Trade and Tourism (NT), Department of Energy and Mines (SA) and Environmental Management (Italy). Disturbances arising during a field season are rehabilitated as soon as practicable unless further work is planned in the ensuing years.

Social Responsibility and Cultural Heritage (sustainability)

The Group operates in Arnhem Land with the consent of the Traditional Owners. On an annual basis a work program meeting is held to discuss and agree planned activities.

Cultural heritage clearances both in Arnhem Land and South Australia are undertaken in collaboration with the Traditional Owners.

Exploration Agreements covering areas such as land access and clearance, management of cultural heritage, conduct of work programs are in place for Arnhem Land and are currently under negotiation in South Australia for the Big Lake Project. In the previous financial year the Group finalised its first Exploration Agreement for the Nabarlek North application which allows for a one-off option for the Traditional Owners to acquire a 25% direct ownership in an economic uranium resource (if found), in exchange for a reduction in certain production related royalties and payments. This option arises at the time a feasibility report is finalised in relation to a proposed mining right application.

The Group is committed to involving the Traditional Owners in opportunities to be employed during the field season and also provides access to training which is beneficial to the individual's employment opportunities and the Group.

Drilling permits issued in Italy include consideration of the impact on communities including noise and water usage.

The key social responsibility risk managed under the Risk Management Policy is the 'social licence to operate' from the surrounding Community, the Group's employees and other stakeholders. In addition the Group has identified the reputational risk of operating as a responsible corporate citizen.

Health and Safety

The Group is exposed to Occupational, Health and Safety risks associated with its exploration activities, often in rugged terrain. Site inductions, management plans and tool box sessions are in place to minimise the risk of harm to employees or contractors. In addition a Radiation Management Plan with associated safety training is in place.

Principle 8- Remunerate fairly and responsibly

Remuneration Committee

The Board has not established a Remuneration Committee. The Board considers that given its size, no efficiencies or other benefits would be gained by establishing such a committee. The role of a remuneration committee is carried out by the full Board which only comprises of two independent directors. The Group has adopted a Remuneration Committee Charter, which is set out in the Group's Corporate Governance Charter.

Disclosure of remuneration policies and practices

The Group recognises the need to pay director remuneration that is sufficient to attract and retain high quality directors and to design executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for shareholders. In this regard a Remuneration Policy has been approved and can be found on the Group's website.

The Chairman and the Non-Executive Directors are entitled to draw directors' fees and receive reimbursement of reasonable expenses for attendance at meetings.

Non-executive Directors agreed that for the period from 1 October 2019 to 31 March 2021 to accept a temporary reduction in fees due initially to market conditions for the uranium sector and then in early 2020 the onset of the COVID-19 pandemic. In view of the improved market conditions in April 2021 the Board agreed to reinstate fees to the previous level and to engage an external consultant to undertake a peer benchmarking review. The external consultant recommended that the remuneration of the chair be increased from $59,400 to $82,500k (incl superannuation) and non-executive director fees from $46,200 to $52,500 (incl superannuation) with an annual additional fee of $5,000 payable to the chair of the Audit & Risk Committee. This recommended increase was adopted with effect from 1 December 2021

Senior Executives of the Group sign formal employment or contractor agreements at the time of their appointment covering matters including duties, responsibilities and entitlements. Key Performance Indicators associated with the role are identified and performance incentives are aligned with the short-term and long-term objectives of the Group. The performance of senior executives was assessed on an annual basis by the Board.

The Group discloses in its Annual Report (Remuneration Report section) details of remuneration of Key Management Personnel which includes directors and senior executives.

The Group's Securities Trading Policy prohibits the use of derivatives by directors, staff and contractors.

APPENDIX 1 – BOARD SKILLS MATRIX

Skills and Experience (Out of 4 Directors)	
Leadership and Governance	
Corporate Leadership	3
Corporate Governance	4
Strategy	4
Operations	
Geological	1
Feasibility and Development	3
Health and Safety	1
Sector Experience	
Exploration	2
Uranium	3
Finance and Risk	
Accounting & Finance	2
Mergers & Acquisitions	3
Risk Management	2
People	
Community Relations	1
Investor Relations	3
Tertiary Qualifications	
Geology/Engineering	3
Accounting/Economics	1
Other	-
Tenure	
0-3 years	0
3-6 years	1
6-9 years	1
9+ years	2

Skills were self-assessed by each Director based on a scale of Low to Expert. The table above has been completed on the basis of each individual attribute with a rating of High or Expert.

Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Alligator Energy Limited

ABN/ARBN

140 575 604

Financial year ended:

30 June 2022

Our corporate governance statement[1] for the period above can be found at:[2]

☐ These pages of our annual report:

☒ This URL on our website:
www.alligatorenergy.com.au/company/corporategovernance

The Corporate Governance Statement is accurate and up to date as at 30 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: 18 October 2022

Name of authorised officer
authorising lodgement:

Mike Meintjes – CFO & Company Secretary

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[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.	☒ and we have disclosed a copy of our board charter at: www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*]	☐ set out in our Corporate Governance Statement **OR** ☐ 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.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ 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.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ 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.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ 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.

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]**
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.	☒ and we have disclosed a copy of our diversity policy at: www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*] and we have disclosed the information referred to in paragraph (c) at: …….. [*insert location*] 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.	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*] and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: …….. [*insert location*]	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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]**
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.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: …… www.alligatorenergy.com.au/company/corporategovernance …… [*insert location*] and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: …… www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*]	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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	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.	☐ *[If the entity complies with paragraph (a):]* and we have disclosed a copy of the charter of the committee at: … www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*] and the information referred to in paragraphs (4) and (5) at: …… …….. [*insert location*] *[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: … www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*]	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ and we have disclosed our board skills matrix at: …… www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*]	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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]**
2.3	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.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: …… www.alligatorenergy.com.au/company/corporategovernance …… [*insert location*] and, where applicable, the information referred to in paragraph (b) at: …….. [*insert location*] and the length of service of each director at: …….. [*insert location*]	☐ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☐	☒ set out in our Corporate Governance Statement **OR** ☐ 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.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ 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.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*]	☐ 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.	☒ and we have disclosed our code of conduct at: … www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*]	☐ 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.	☒ and we have disclosed our whistleblower policy at: …… www.alligatorenergy.com.au/company/corporategovernance ……. [*insert location*]	☐ 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.	☒ and we have disclosed our anti-bribery and corruption policy at: www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*]	☐ set out in our Corporate Governance Statement

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 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (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 (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.	☒ [*If the entity complies with paragraph (a):*] and we have disclosed a copy of the charter of the committee at: …… www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*] and the information referred to in paragraphs (4) and (5) at: … www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*] [*If the entity complies with paragraph (b):*] 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: …….. [*insert location*]	☒ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	☐ set out in our Corporate Governance Statement
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.	☒	☐ set out in our Corporate Governance Statement

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 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.	☒ and we have disclosed our continuous disclosure compliance policy at: …… www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*]	☐ 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.	☒	☐ 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.	☒	☐ 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.	☒ and we have disclosed information about us and our governance on our website at: … www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*]	☐ 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.	☒	☐ 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.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: …… www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*]	☐ 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.	☒	☐ set out in our Corporate Governance Statement

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]**
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.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of 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 risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ [*If the entity complies with paragraph (a):*] and we have disclosed a copy of the charter of the committee at: …… www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*] and the information referred to in paragraphs (4) and (5) at: …… www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*] [*If the entity complies with paragraph (b):*] 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: …….. [*insert location*]	☒ set out in our Corporate Governance Statement
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 the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: … www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*]	☐ set out in our Corporate Governance Statement

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]**
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☐ *[If the entity complies with paragraph (a):]* and we have disclosed how our internal audit function is structured and what role it performs at: …….. [*insert location*] *[If the entity complies with paragraph (b):]* 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: www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*]	☒ set out in our Corporate Governance Statement
7.4	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.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: … www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*] and, if we do, how we manage or intend to manage those risks at: … www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*]	☐ set out in our Corporate Governance Statement

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 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration 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 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.	☐ [*If the entity complies with paragraph (a):*] and we have disclosed a copy of the charter of the committee at: …….. [*insert location*] and the information referred to in paragraphs (4) and (5) at: …….. [*insert location*] [*If the entity complies with paragraph (b):*] 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: … www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*]	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ 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: … www.alligatorenergy.com.au/company/corporategovernance …….. [*insert location*]	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: www.alligatorenergy.com.au/company/corporategovernance …… [*insert location*]	☐ set out in our Corporate Governance Statement **OR** ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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.	☐ and we have disclosed information about the processes in place at: …… [*insert location*]	☐ set out in our Corporate Governance Statement **OR** ☐ we do not have a director in this position and this recommendation is therefore not applicable **OR** ☐ 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.	☐	☐ set out in our Corporate Governance Statement **OR** ☐ we are established in Australia and this recommendation is therefore not applicable **OR** ☐ 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.	☐	☐ set out in our Corporate Governance Statement **OR** ☐ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ 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			
-	*Alternative to Recommendation 1.1 for externally managed listed entities:* 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.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: …….. [*insert location*]	☐ set out in our Corporate Governance Statement

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]**
-	*Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:* An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: …….. [*insert location*]	☐ set out in our Corporate Governance Statement