ELEVATE URANIUM LTD ACN 001 666 600 (COMPANY)

CORPORATE GOVERNANCE STATEMENT FOR THE FINANCIAL YEAR ENDING 30 JUNE 2023

This Corporate Governance Statement is current as at 27 September 2023 and has been approved by the Board of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company has, during the financial year ending 30 June 2023, followed the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (**Recommendations**). The Recommendations are not mandatory, however, the Recommendations that have not been followed for any part of the reporting period have been identified and reasons provided for not following them along with what (if any) alternative governance practices were adopted in lieu of the recommendation during that period.

The Company has adopted a Corporate Governance Plan which provides the written terms of reference for the Company's corporate governance duties.

The Company's Corporate Governance Plan is available on the Company's website at <u>www.elevateuranium.com.au</u>.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION	
Principle 1: Lay solid foundations for management and overs	ight		
Recommendation 1.1			
A listed entity should have and disclose a charter which sets out the respective roles and responsibilities of the Board, the Chair and management, and includes a description of those matters expressly reserved to the Board and those	YES	The Company has adopted a Corporate Governance Plan that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management.	
delegated to management.		The Corporate Governance Plan sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman and Company Secretary, directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy.	
		A copy of the Company's Corporate Governance Plan, is available on the Company's website.	
Recommendation 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 		YES	(a) The Company has guidelines for the appointment and selection of the Board in its Corporate Governance Plan. The Company's Corporate Governance Plan requires that prior to appointing a director or recommending a new candidate for election as a director that appropriate checks are undertaken as to the persons
relevant to a decision on whether or not to elect or re- elect a director.			character, experience, education, criminal record and bankruptcy history. These checks will continue to be undertaken in future prior to appointing a director or recommending a new candidate for election as a director.
		(b) Under the Corporate Governance Plan, all material information relevant to a decision on whether or not to elect or re-elect a director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a director. The Board will ensure this material information is included in the any Notice of General Meeting concerning such appointment.	

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
Recommendation 1.3		
A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	YES	The Company's Corporate Governance Plan requires the Company to ensure that each director and senior executive is a party to a written agreement with the Company which sets out the terms of that director's or senior executive's appointment.
		The Company has written agreements with each of its directors and senior executives.
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.	YES	The Corporate Governance Plan outlines the roles, responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary reports to the Board through the Chairman and is responsible for monitoring the extent that Board policy and procedures are followed and coordinating the timely completion and dispatch of Board agenda and briefing material. All directors have access to the Company Secretary.
Recommendation 1.5		
A listed entity should:	NO	(a) The Company has adopted a Diversity Policy which provides a
(a) have a diversity policy		framework for the Company to establish and achieve measurable diversity objectives, including in respect of gender diversity. The
(b) through its Board or a relevant committee of the Board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally and to assess appually both the objectives and the optimizer program.	er or ess	Diversity Policy allows the Board to set measurable gender diversity objectives, if considered appropriate, and to assess annually both the objectives if any have been set and the Company's progress in achieving them.
annually both the objectives and the entity's progress in achieving them;		(b) The Diversity Policy is available, as part of the Corporate Governance Plan, on the Company's website.
		(c) The Board did not set measurable gender diversity objectives for the past financial year because the Board considered the application of a measurable gender diversity objective requiring a specified proportion of women on the Board and in senior executive roles

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
 (c) disclose as at the end of each reporting period: (i) the measurable objectives for achieving gender diversity set by the Board in accordance with the entity's diversity policy and its progress towards achieving them; and (ii) either: (A) the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (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 the Workplace Gender Equality Act. 		would, given the small size of the Company and the Board, unduly limit the Company from applying the Diversity Policy as a whole and the Company's policy of appointing based on skills and merit. The respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes) for the past financial year is disclosed below – Female Male Board 0% 100% Senior Executive* 0% 100% Whole organisation 50% 50% * The Senior Executives are the individuals at the highest level of organisational management who have the day-to-day responsibilities of managing the Company below the Board. The Senior Executives include the Company's CEO and the CFO/Company Secretary.
 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 	YES	(a) The Board acting in accordance with the Remuneration and Nomination Committee Charter is responsible for evaluating the performance of the Board on an annual basis. In addition, each Board sub-committee, if any, is required to undertake an annual performance review of its own activities annually. The Chairman shall review each director at least once every calendar year. The process for this is set out in the Company's Corporate Governance Plan, which is available on the Company's website.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.		(b) The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. A formal performance evaluation in respect of the Board and its committees was not undertaken. In addition, it is noted that the Chairman has open and honest communications with each of the directors both throughout the financial year and currently whereby matters relating to director performance, if any, are raised promptly and dealt with accordingly.
Recommendation 1.7		
A listed entity should:	YES	(a) The Chairman is responsible for evaluating the performance of the
 (a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and 		Company's CEO on an annual basis. The Board acting in accordance with the Remuneration and Nomination Committee Charter is responsible for approving changes to remuneration of contract terms of the CEO.
(b) disclose, in relation to each reporting period, whether a performance evaluation has been undertaken in the		The applicable processes for these evaluations can be found in the Company's Corporate Governance Plan, which is available on the Company's website.
reporting period in accordance with that process.		(b) The Company has completed a performance evaluation in respect of the CEO for the past financial year in accordance with the applicable processes.
Principle 2: Structure the Board to be effective and add value	e	
Recommendation 2.1		
The Board of a listed entity should:	NO	(a) The Company does not have a separate Nomination Committee as
(a) have a nomination committee which:		the Board does not consider the Company would benefit from its establishment. The Board carried out these duties in accordance with
(i) has at least three members, a majority of whom are independent directors; and		the Remuneration and Nomination Committee Charter, including the Board reviewing as and when required succession planning and the
(ii) is chaired by an independent director,		balance of skills, experience, independence and knowledge to enable the Board to discharge its duties and responsibilities effectively.
and disclose:		The board to discharge its doiles and responsibilities effectively.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
 (iii) the charter of the committee; (iv) the members of the committee; and (v) 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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively. 		
Recommendation 2.2 A listed entity should have and disclose a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.	YES	Under the Corporate Governance Plan, the Board is required to prepare a Board skills matrix setting out the mix of skills and diversity that the Board currently has (or is looking to achieve) and to review this at least annually against the Company's Board to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction. The Company has a Board skill matrix. A copy is available on the Company's website. The Corporate Governance Plan requires the disclosure of each Board member's qualifications and expertise. Full details of each director's and senior executive's relevant skills and experience is available in the Company's 2023 Annual Financial Report.
 Recommendation 2.3 A listed entity should disclose: (a) the names of the directors considered by the Board to be independent directors; 	YES	(a) The Corporate Governance Plan requires the disclosure of the names of directors considered by the Board to be independent. The Company has disclosed those directors it considered to be independent in its 2023 Annual Financial Report.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
(b) if a director has an interest, position, association 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, association or relationship in question and an explanation of why the Board is of that opinion; and		(b) As Messrs Andrew Bantock and Stephen Mann have received non- performance based securities in the Company, it could be implied that they do not meet the conditions to be independent directors. However, the Company is of the view that the issue of non- performance based securities to Messrs Bantock and Mann does not interfere with their independent judgement on issues before the board and does not interfere with their ability to act in the best interests of the entity as a whole. In addition, the Company is of the view that the issue of non-performance securities reinforces the alignment of Messrs Bantock and Mann's interests with those of other security holders. Therefore, it is the board's view that Messrs Bantock and Mann are independent directors.
(c) the length of service of each director		(c) The Company's Annual Report discloses the length of service of each director.
Recommendation 2.4		
A majority of the Board of a listed entity should be independent directors.	YES	The Company's Board Charter requires that, where practical, the majority of the Board should be independent. Two of the three directors of the Board are independent non-executive directors. The Board considers the composition of the Board is appropriate in the context of the size of the Board and the Company and the scope and scale of the Company's operations. Further, the Board considers that each of the non-independent directors in office during the financial year possesses skills and experience suitable for building the Company.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
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.	YES	The Corporate Governance Plan provides that, where practical, the Chair of the Board should be an independent director and should not be the CEO.
		The Chair of the Company is an independent director and is not the CEO/Managing Director of the Company.
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 a director effectively.	YES	In accordance with the Company's Corporate Governance Plan the Board is responsible for implementing an induction program for new directors to ensure that they gain an understanding of the Company and that they can effectively discharge their responsibilities. The Company Secretary assists in the facilitation of inductions and professional development. The Company Secretary regularly provides information to the directors which may assist in their ongoing professional development.
Principle 3: instill a culture of Acting lawfully, ethically and re	esponsibly	
Recommendation 3.1		
A listed entity should articulate and disclose its values.	NO	The Company has two independent non-executive board members, sixteen employees (including the managing director) and several contractors. The board will develop formal values in due course but considers that at present, with such a small complement of people in the organisation, it is not a priority.
Recommendation 3.2		
A listed entity should:		(a) The Company's Corporate Code of Conduct applies to the
(a) have a code of conduct for its directors, senior executives and employees; and	VEC	Company's directors, senior executives and employees. (b) The Company's Corporate Code of Conduct (which forms part of
(b) disclose that code or a summary of it.	YES	the Company's Corporate Governance Plan) is available on the Company's website.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
 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. 	YES	 (a) The Company's has a Whistleblower Policy. (b) Reporting procedures are prescribed in the policy. The Company's Whistleblower Policy is available on the Company's website.
 Recommendation 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 incidents reported under that policy. 	NO	The Company has two independent non-executive board members, sixteen employees (including the managing director) and several contractors. The board will develop a formal anti-bribery and corruption policy in due course but considers that at present, with such a small complement of people in the organisation, the board is ably to monitor this issue without a formal policy. The Board notes that the Company's Code of Conduct in its Corporate Governance Plan states that: "Corrupt practices are unacceptable to the Company. It is prohibited for the Company directors, managers or employees to directly or indirectly offer, pay, solicit or accept bribes or any other corrupt arrangements."
Principle 4: Safeguard the integrity in corporate reports	I	
Recommendation 4.1 The Board of a listed entity should:	NO	The Company did not have a separate Audit and Risk Management Committee for the past financial year as the Board did not consider the Company would benefit from its establishment. The Board carries out

RECOM	MENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
(i) (ii) and disc (iii) (iv) (v) (v) (b) if it of fact verify repo and	e an audit committee which: has at least three members, all of whom are non- executive directors and a majority of whom are independent director; and is chaired by an independent director, who is not the Chair of the Board, close: the charter of the committee; the relevant qualifications and experience of the members of the committee; and 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 does not have an audit committee, disclose that and the processes it employs that independently y and safeguard the integrity of its financial orting, including the processes for the appointment removal of the external auditor and the rotation of pudit engagement partner.		 the duties that would ordinarily be carried out by the Audit and Risk Management Committee including the following processes to oversee the entity's risk management framework: 'Risk' is a standing agenda item at each Board meeting. The Company's Risk Register is tabled periodically and noted by the Board with any changes to the Register from prior period being noted by the CEO. The Board are encouraged to update and challenge the matters disclosed in the Risk Register; and prior to approval of the Company's statutory financial statements, the Board had the opportunity to meet with the Company's auditors.
The Boa entity's f from its records that the accoun financia	nendation 4.2 and of a listed entity should, before it approves the financial statements for a financial period, receive CEO and CFO a declaration that the financial of the entity have been properly maintained and financial statements comply with the appropriate ting standards and give a true and fair view of the I position and performance of the entity and that ion has been formed on the basis of a sound system	NO	The Company's Audit and Risk Management Committee Charter requires the CEO and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on these terms. The Company obtains a sign off on these terms for each of its annual financial statements issued as at the end of each financial year. As the Company is classed as an exploration entity, it only reports its cashflow movement and cash position as at each quarter, via an ASX Appendix 5B form. As the Company is not of the size to justify an internal

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
of risk management and internal control which is operating effectively.		audit function or to have an external audit for each quarterly reporting period, the Company does not require a CEO and CFO sign off for periods other than the annual financial statements.
Recommendation 4.3		
A listed entity should disclose its processes to verify the integrity of any periodic corporate report it releases to the market that is not audited by an external auditor.	YES	All periodic corporate reports are distributed to all board members prior to release and sufficient time is allowed for feedback from all board members.
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	YES	(a) The Company's Corporate Governance Plan details the Company's Disclosure policy.
the Listing 3.1.		(b) The Corporate Governance Plan, which incorporates the Disclosure policy, is available on the Company's website.
Recommendation 5.2		
A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	YES	All material market announcements are distributed to all board members immediately after they have been released to ASX.
Recommendation 5.3		
A listed entity should that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Markets Announcements Platform ahead of the presentation.	YES	All new and substantive investor or analyst presentations are released to ASX Markets Announcements Platform ahead of the presentation.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION		
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.	YES	Information about the Company and its governance including the Corporate Governance Plan, Board Skills Matrix and the 2023 Corporate Governance Statement is available in the Corporate Governance page on the Company's website at https://www.elevateuranium.com.au/about-us/corporate- governance/.		
Recommendation 6.2				
A listed entity should have an investors relations program that facilitates two-way communication with investors.	YES	The Company's Corporate Governance Plan states that the Board is committed to open and accessible communication with holders of the Company's securities. Disclosure of information and other communication is made as appropriate by mail or electronic means. Security holders are given the option to receive communication from, and send communications to, the Board and its security registry electronically. The Company's security holder communications strategy aims to promote and facilitate effective two-way communication with investors. The Corporate Governance Plan outlines a range of ways in which information is communicated to shareholders and is available on the Company's website.		
Recommendation 6.3				
A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	YES	Shareholders are encouraged to participate at all meetings of the Company by the provision of written or electronic notices to advise of shareholders meetings.		
Recommendation 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.	YES			

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
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.	YES	The security holder communication strategy provides security holders with the option to receive communication from, and send communications to, the Board and its security registry electronically.
Principle 7: Recognise and manage risk		
 Recommendation 7.1 The Board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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 process it employs for overseeing the entity's risk management framework. 	NO	The Company does not have a separate Audit and Risk Management Committee. The Board carries out the duties that would ordinarily be carried out by the Audit and Risk Management Committee including the following processes to oversee the entity's risk management framework. ' Risk' is a standing agenda item at each scheduled Board meeting. The Company's Risk Register is tabled on a regular basis and noted by the Board with any changes to the Register from prior period being noted by the CEO. The Board is encouraged to update and challenge the matters disclosed in the Risk Register at and between each Board meeting and raise any material risks that they believe are not adequately dealt with in the Risk Register.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
Recommendation 7.2		
The Board or a committee of the Board should:	YES	(a) The Audit and Risk Management Committee Charter requires that the Audit and Risk Management Committee should, at least annually, satisfy itself that the Company's risk management framework continues to be sound.
(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 regards to the risk appetite set by the board; and		
(b) disclose in relation to each reporting period, whether such a review has taken place.		(b) The Board acting in accordance with the Audit and Risk Management Committee Charter, undertook a review of risk.
Recommendation 7.3		(a) The Board believes it is not of a size or complexity to justify having an internal audit function for efficiency purposes but will continue to monitor the need for an internal audit function.
A listed entity should disclose:	NO	
(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 risk management and internal control processes.		The Company did not have an internal audit function for the past financial year. The Board as a whole is ultimately responsible for establishing and reviewing the Company's policies on risk profile, oversight and management and satisfying itself that management has developed and implemented a sound system of risk management and internal control.
Recommendation 7.4		
A listed entity should disclose whether it has any material exposure to environmental and social risks and, if it does, how it manages or intends to manage those risks.	NO	The Company's Corporate Governance Plan states the risk management policies and procedures shall include a procedure to determine whether the Company has a material exposure to environmental and social risks and if it does, a policy to manage those risks.
		The Board acts in accordance with the Audit and Risk Management Committee Charter to assist management to determine whether the Company has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to

RECOM	MENDATIONS (4TH EDITION)	COMPLY	EXPLANATION				
			manage those risks. The Company discloses whether it is compliant with any material exposure to environmental and social risks in its Annual Report and on its ASX website as part of its continuous disclosure obligations.				
			It, however, does not disclose how it manages or intends to manage environmental and social risks.				
Principle	Principle 8: Remunerate fairly and responsibly						
Recomm	nendation 8.1						
The Boar	rd of a listed entity should:	NO	(a) The Company did not have a separate Remuneration Committee				
(a) have	e a remuneration committee which:		for the past financial year as the Board did not consider the Company would benefit from its establishment. The Board carries				
(i)	has at least three members, a majority of whom are independent directors; and		out these duties in accordance with the Remuneration and Nomination Committee Charter. The Board undertakes this role with the assistance of any external advice which may be required from				
(ii)	is chaired by an independent director,						
and	and disclose:		time to time.				
(iii)	the charter of the committee;		(b) Remuneration levels are competitively set to attract suitably qualified and experienced directors and senior Executives, having regard for Company performance.				
(iv)	the members of the committee; and						
(∨)	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.							

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
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.	YES	The Company's Corporate Governance Plan requires the Board to disclose its policies and practices regarding the remuneration of directors and senior executives, which is disclosed in the remuneration report contained in the Company's 2023 Annual Financial Report as well as being disclosed on the Company's website.
 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 risk of participating in the scheme; and (b) disclose that policy or a summary of it. 		 (a) Under the Company's Corporate Governance Plan, participants 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. (b) A summary of the policy is provided in the Company's Corporate Governance Plan which is on the Company's website. (c) However, the Company does not have a specific 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