



## **Corporate Governance Statement**

### **ENOVA MINING LIMITED**

ABN 64 087 595 980 and its controlled entities.



ASX: ENV

[www.enovamining.com](http://www.enovamining.com)

**Critical Metals for a Sustainable Future**

# Corporate Governance Statement for the Financial Year ending 31 December 2024

The objective of the Board of Enova Mining Limited (“Enova” or the ‘Company’), is to create and deliver long term shareholder value through its geographically diverse mineral exploration activities in rare earth elements.

This Corporate Governance Statement addresses the ASX Corporate Governance Council’s ‘Corporate Governance Principles and Recommendations’ – 4th Edition released in 2019 (referred to as ‘ASX Principles or Recommendations’). The Appendix 4G (Key to Disclosures – Corporate Governance Council Principles and Recommendations) has been lodged with ASX together with this Corporate Governance Statement and the Company’s Annual Financial Report ending 31 December 2024. Further to the information contained in the Appendix 4G, which can be found on the Company’s website, details of the Company’s ongoing adherence to the ASX Corporate Governance Council Principles and Recommendations are outlined below.

The Board and executives consider there to be an unambiguous and positive relationship between the creation and delivery of long-term shareholder value and high-quality corporate governance. Accordingly, the Board has committed to corporate governance arrangements that strive to foster values of integrity, respect, trust and transparency among and between Board members, management, employees and contractors, customers and suppliers.

The Board’s corporate governance arrangements apply to Enova and its subsidiary companies within the group. This Corporate Governance Statement is current as at 28 March 2025 and has been approved by the Board of the Company on that date.

## ASX Corporate Governance Principles and Recommendations

Enova is a listed company with a small market capitalisation and where its processes do not necessarily fit the model of the ASX Corporate Governance Principles and Recommendations, the Board believes there are valid reasons for the different approach being adopted.

### Principle 1: Lay solid foundations for management and oversight

#### 1.1 Roles and Responsibilities

The primary responsibilities of the Board include:

- (i) Establish long-term goals for the Company and strategic plans to achieve those goals;
- (ii) Review and adopt the annual business plan for the financial performance of the Company and monitor results on a regular basis;
- (iii) Appointment of the Managing Director/CEO;
- (iv) Ensure the Company has implemented adequate systems of internal control together with appropriate monitoring of compliance activities; and
- (v) Approve the annual and half-yearly statutory accounts and quarterly activities and quarterly cash flow reports.

Directors hold formal Board meetings at least quarterly, to review the performance of the Company against its strategic goals. Each Board member is regularly briefed by the Managing Director on the current financial situation of the Company. All Company information is maintained on an internal data server and financial management platform with real-time backups of its data.

Corporate cashflows are provided to Directors monthly. Creditor levels are closely monitored by the Managing Director and the Board are kept advised.

The responsibilities of the Managing Director/CEO are contained in a letter of appointment and job description. Each Director also receives a letter of appointment that discloses their duties and responsibilities.

The primary responsibilities of the Managing Director/CEO and senior management are:

- (i) Achieve Enova's objectives as established by the Board from time to time.
- (ii) Operate the business within the annual budget set by the Board.
- (iii) Assess new business opportunities of potential benefit to the Company.
- (iv) Ensure appropriate risk management practices and policies are in place.
- (v) Ensure that Enova's appointees work within the Company's Code of Conduct and Ethics; and
- (vi) Ensure that Enova's appointees are supported, developed and rewarded to the appropriate professional standards.

## **1.2 Director Selection**

The Board undertakes appropriate checks prior to appointing a person to a casual vacancy or putting a person forward to shareholders for election as a director. These include checks as to the person's character, experience, education, criminal record and bankruptcy history.

Information about a candidate standing for election or re-election as a director is provided to shareholders in the Company's notice of Annual General Meeting to enable them to make an informed decision on whether to elect or re-elect the director.

## **1.3 Terms of Appointment**

All directors and senior executives have a written agreement with the Company setting out the terms of their appointment.

## **1.4 Company Secretary**

The Company Secretary is accountable to the Board on all governance matters and reports directly to the Managing Director/CEO as the representative of the Board. The Company Secretary is appointed and removed by the Board. The Company Secretary's advice and services are available to all directors.

## **1.5 Diversity Policy**

The Company believes the promotion of gender diversity on its Board, in senior management and within the organisation generally:

- broadens the pool for recruitment of high-quality directors and employees.
- is likely to support employee retention.
- through the inclusion of different perspectives, is likely to encourage greater innovation; and
- is socially and economically responsible governance practice.

Given the present size of the Company, there are no plans to establish measurable objectives for achieving further gender diversity at this time. The need for establishing and assessing measurable objectives for achieving gender diversity will be re-assessed as the size and scope of operations of the Company increases.

Proportion of Women Employees -

	<b>FY2024</b>	<b>Percentage</b>
Women on the Board	0	0%
Women in Senior Management Role	0	0%
Women Employees/Contractors	1	100%

## **1.6 Periodic Board, Committee and Director Evaluation**

There has been no formal performance evaluation of the Board during the reporting period, although its composition, skills and experience of each Director is reviewed by the Board annually.

## **1.7 Senior Executive Performance Evaluation**

No performance review of senior executives and appointees was undertaken during the reporting period. Staffing is outsourced to consultants. The Directors are aware and monitor the targets and performance of the CEO/Executive Director.

## **Principle 2: Structure the Board to add value**

### **2.1 Nomination Committee**

The company does not have a formally constituted nomination committee.

The size of the Board, coupled with the skills, experience and independence of each Board member, allow the Board to discharge its duties and responsibilities effectively under the Nomination Committee Charter.

New directors are selected after consultation with all Board members and their appointment voted on by the Board. Each year, in addition to any Board members appointed to fill casual vacancies during the year, one third of directors retire by rotation and are subject to re-election by shareholders at the Annual General Meeting.

### **2.2 Skills of Directors**

<b>Director's Name and qualification</b>	<b>Skills, knowledge, experience</b>
Dato' Sia Hok Kiang Geologist	Dato' Sia is Managing Director of the successful Malaysian private mining Company, Malaco Mining Sdn. Bhd. He is a graduate of the University of Malaya in Applied Geology, an economic geologist with more than 35 years world-wide experience. He serves as Director on numerous public and private companies.
Eric Vesel Mining Engineer	Mr Vesel is a qualified Mining Engineer with over 35 years professional experience in the mining industry. His experience spans a range of technical, operations, senior management and corporate roles, managing small and large mining companies throughout the world.
Harun Halim Rasip Accountant	Mr Rasip brings extensive financial and corporate experience. His experience spans a broad number of investment areas, including, finance, mining, shipping, ports, project management and corporate roles. He serves as Director on numerous public and private companies.
Stanislaw (Stan) Wassylko Company Advisor	Stan has extensive experience in the resources sector and has over 46 years' experience in businesses servicing the sector, in logistics, shipping, infrastructure, project construction, contract management and marketing.

A governance skills review has not been conducted. A review of Director's skills, knowledge and experience of the current Board is yet to be undertaken.

### **2.3 Independence of Directors**

The names of independent directors of the Company are:

- Sia Hok Kiang (who was appointed on 6 August 2013)
- Stanislaw (Stan) Wassylko (who was appointed on 21 March 2016)

### **2.4 Majority should be Independent Directors**

Two of the four directors are independent. Mr Vesel is the Chief Executive Officer/Executive Director and Mr Rasip is a director of the Company's largest shareholder.

### **2.5 Chair should be Independent and not CEO**

Dato' Sia Hok Kiang, the Non-Executive Chairman, is independent.  
Mr Eric Vesel is the Chief Executive Officer/ Executive Director.

## **2.6 Induction Program for New Directors**

At present Enova does not have a formal induction program. As the Company develops in size and a review of the skills and experience of the Board is undertaken, a programme will be developed for new directors.

### **Principle 3: Instill a Culture of Acting Lawfully, Ethically and Responsibly**

#### **3.1 Company Values**

The Company's core values and commitments are:

- a) Integrity – We act honestly, fairly and with integrity in all our dealings, both internally and externally. We deal honestly and fairly with suppliers and customers. We commit to only dealing with business partners who demonstrate similar ethical and responsible business practices.
- b) Respect – We respect the human rights of all people, their ideas and cultures and our words and actions must reflect this respect, treating fellow directors, senior executives and employees with respect and not engage in bullying, harassment or discrimination.
- c) Safety – We are committed to providing and maintaining a safe and non-discriminatory working environment to safeguard the health and safety of our employees, consultants, contractors, customers, suppliers and other persons who visit our workplace, or who we work with, as required by law.
- d) Community Standards – We act in a manner that aims to preserve and protect the Company's reputation consistent with reasonable expectations of our investors and the broader community in which we operate, acting ethically and responsibly and complying with all laws and regulations that apply to the entity and its operations.
- e) Environment – We are committed to act responsibly towards the environment and comply with legislation in respect of licenses held as part of the Company's operations.

#### **3.2 Code of Conduct**

Enova's policies contain a formal code of conduct and ethics that applies to all directors and employees, who are expected to maintain a high standard of conduct and work performance and observe standards of equity and fairness in dealing with others.

#### **3.3 Whistleblower Protection Policy**

Enova directors support Whistleblower action at any level. The Whistleblower Protection Policy is underpinned by a strong commitment to building a culture in the Company that reflects sound governance and promotes ethical behaviour in the detection and management of fraudulent, corrupt or improper conduct. Enova values ethical behaviour, integrity, and respect. Enova considers that working with integrity, honesty and respect includes encouraging employees and stakeholders to speak up in relation to conduct that does not align with this code of conduct or with the law and taking steps to protect the identity of that person when they do.

Enova encourages employees and stakeholders to speak up without fear of intimidation or reprisal in relation to conduct that does not align with the Company's corporate policies or the law and Enova will protect disclosers when they do. The policy may be obtained from the Company website.

#### **3.4 Anti-bribery and Corruption Policy**

Australia has strict laws against bribery and corruption. The anti-bribery laws of some countries including Australia, the United States and United Kingdom can apply to actions carried out in other countries (i.e., wide-reaching extra-territorial effect). Directors and employees must comply with and uphold all laws against bribery, corruption and related conduct applying to the Company in all the jurisdictions where the Company operates.

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

- a) official misconduct;
- b) bribery and blackmail;
- c) unauthorised use of confidential information;
- d) fraud; and
- e) theft.

Accordingly, the Company has a strict policy not to offer or receive secret commissions or bribes to further its business interests.

Enova is committed to adopting effective systems to counter bribery and related improper conduct and to monitor and enforce these systems.

### **3.5 Securities Trading Policy**

While carrying out their duties, directors and employees often possess information which may be regarded as inside information either specifically under terms of the Corporations Act, or more generally by informed and ethical persons.

By way of guidance such information could include, but would not be limited to:

- financial information of any type such as changes in operating forecasts, adjustments in capital or capital structure, borrowings, liquidity or cash flow circumstances;
- information about material acquisitions or divestments by the Company;
- changes to the Board, management or auditors; and
- regulatory decisions or significant litigation likely to affect the Company.

Directors, employees and their associates may not trade or deal in Company shares except in accordance with the preceding paragraphs and only during trading window periods being those periods beginning 48 hours after lodgement of the Company's quarterly results, half year and annual financial statements and concluding on the date that is two weeks prior to the release of those reports.

Except for the trading window periods described in the preceding paragraph, all other times are "Closed Periods" being those periods when directors, employees and their associates are generally prohibited from trading in the Company's securities.

Before dealing in Company shares, an intention to trade must be discussed with and approved.

- in the case of directors, by the chairman.
- in the case of the chairman by an independent director; and
- in the case of all other employees by a director.

In addition, Directors are obliged to inform the Company Secretary of any dealing in Company Shares in the form required by the Corporations Act.

Employees who wish to trade outside the trading windows must obtain prior approval of the Board which may, under exceptional circumstances, consider applications for exemption from compliance with the Share Trading Policy. The Board will exercise its unfettered discretion in deliberating the merits of each case and consent will generally be provided only in cases of clear financial hardship.

In the context of the Share Trading Policy, associates of employees include the spouse, partner, members of employee's, spouse's or partner's immediate families together with any third parties or entities controlled by the employee or such associates including family trusts and personal superannuation schemes.

## **Principle 4: Safeguard the integrity of corporate reports**

### **4.1 Audit Committee**

Given the size of the Board, coupled with the skills and experience of Board members, and given that Enova is a company with a small market capitalisation, the Audit Committee is comprised of two directors being Messrs Eric Vesel (CEO/Executive Director) and Harun Halim Rasip (non-independent Non-Executive Director who is also Chair of the Audit Committee) and Mr Andrew Metcalfe (Company Secretary), and are able to discharge its duties and responsibilities effectively under the Audit Committee Charter. The Audit Committee have direct access to management and meet periodically with the external auditors to assess and review internal controls and the Company's statutory reporting. Its activities will assist in ensuring the independence of the external Auditors and provide ready access to the full Board.

The Audit Committee meets with and receives reports from the external auditors concerning any matters that arise in connection with the performance of their role, including the adequacy of internal controls.

### **4.2 Financial Statement Confirmation**

Declarations regarding the financial statements are received from the CEO and company accountant. The Board received such declarations for the half year and year-end financial reports.

### **4.3 Integrity of Corporate Reports**

Enova's auditor attends the Company's AGM and is available to answer questions from security holders relevant to the audit.

## **Principle 5: Make timely and balanced disclosure**

### **5.1 Continuous Disclosure**

The Board and senior management are conscious of the ASX Listing Rule Continuous Disclosure requirements, which are supported by law, and Directors take steps to ensure compliance. The Company has a policy, which can be summarised as follows:

- the Board, with appropriate advice, determines whether an announcement is required under the Continuous Disclosure principles;
- all announcements are approved by the Board, and monitored by the Company Secretary; and
- all media content is approved, in consultation of the Board of Directors, and authorised by a nominated Non-executive Director with their consent.

### **5.2 Market Announcements**

The Board automatically receives a copy of market announcements immediately after they have been made.

### **5.3 Investor Presentations**

Enova releases a copy of any substantive investor presentation on the ASX Market Announcements Platform ahead of the presentation.

## **Principle 6: Respect the rights of security holders**

### **6.1 Information to Investors via Website**

Enova believes that the internet is now the best way to communicate with shareholders and provides detailed announcements to the ASX and on its website to ensure that shareholders are kept informed on Enova's activities.

## **6.2 Investor Relations**

Enova's website has an investors page that displays all announcements and a separate page that includes a copy of its Corporate Governance Statement and various governance charters and policies.

Shareholders are also able to contact the Company through its website. The Company's ensures regular reporting, active participation at the Company's AGM and encouragement of shareholder communications.

## **6.3 Participation at Meeting**

Notices of a General Meeting, together with accompanying information such as the explanatory memorandum, are sent to shareholders, either by mail or email, depending on the shareholder's election, and are also placed on the Company's website. Shareholders are encouraged to attend a General Meeting and ask questions.

## **6.4 Substantive resolutions by Poll, not show of hands**

Enova security holders are given the opportunity to vote on all substantive resolutions at a Company's General Meeting by Poll. Notices of meeting are sent out in advance of the meeting with proxy voting papers.

## **6.5 Communicating Electronically**

The Company website provides an access portal for all significant communications. All ASX announcements, annual and other regulatory reports, company presentations and notices of general meetings are published on this website. Shareholders are also encouraged to view the ASX website for announcements made by the Company.

Shareholders may also elect to receive communications from the Company's share registrar, Boardroom Limited, by email.

## **Principle 7: Recognise and manage risk**

### **7.1 Risk management**

The size of the Board, coupled with the skills, experience and independence of each Board member, allow the Board to discharge its duties and responsibilities effectively under the Risk Management Committee Charter.

The Board considers identification and management of key risks associated with the business as vital to maximise shareholder wealth. An assessment of the Company's risk profile is undertaken on a regular basis and is reviewed by the Board, covering all aspects of the business from the operational level through to strategic level risks.

The CEO/Executive Director has been delegated the task of implementing internal controls to identify and manage risks for which the Board provides oversight. The effectiveness of these controls is monitored and reviewed regularly.

Risk is a standing item on the agenda of Board meetings for reporting against identified material business risks.

### **7.2 Risk Management Framework**

Enova's risk management framework is reviewed by the Board of Directors annually to coincide with the preparation and lodgement of the Company's Annual Report.



### **7.3 Internal Audit**

The Board has determined that, due to the size of the Company and its activities, an internal audit function is not currently appropriate. As noted regarding recommendations 7.1 and 7.2 above and regarding Principle 4 above, the Board has adopted a Risk Management Policy and has processes appropriate to the size of Enova to manage the Company's material business risks and to ensure regular reporting to the Board on whether those risks are being managed effectively in accordance with the controls that are in place.

### **7.4 Risk Exposure**

The Group has developed a series of operational risks which the Group believes to be reflective of the industry and geographical locations in which the Group operates. These risk areas are provided to assist investors to understand risks faced by the Group and the industry in which we operate.

The key risks are, and not limited to:

- fluctuations in commodity prices and exchange rates;
- success or otherwise of exploration activities;
- reliance on licenses, permits and approvals from governmental and landowners' authorities.
- loss of key management;
- ability to obtain additional financing; and
- changed operating, market or regulatory environments.

## **Principle 8: Remunerate fairly and responsibly**

### **8.1 Remuneration Committee**

The size of the Board, coupled with the skills, experience and independence of each Board member, allow the Board to discharge its duties and responsibilities effectively under the Remuneration Committee Charter.

The Company employs the Managing Director and appoints contractors to complete certain corporate tasks. When required, the Board determines on a case-by-case basis the terms and conditions of employment of company executives and consultants, including remuneration. Senior executives' remuneration packages are reviewed by reference to the Company's performance, the executive director's or a senior executive's performance, as well as comparable information from industry sectors and other listed companies in similar industries, which is obtained from external remuneration sources. This ensures that base remuneration is set to reflect the market for a comparable role.

### **8.2 Remuneration Policy**

Remuneration details of non-executive directors, executive directors and senior management are set out in the Remuneration Report that forms part of the Directors' report.

The performance of the executive director and any senior executives is measured against criteria agreed annually and bonuses and incentives are linked to predetermined performance criteria and may, with shareholder approval, include the issue of shares and / or options.

There are no schemes for retirement benefits, other than statutory superannuation for non-executive directors.

### **8.3 Equity Based Remuneration Scheme**

The Company's Employee Securities Incentive Plan was adopted and approved by shareholders at the Company's General Meeting. Eligible participants (directors, employees and contractors) are allowed to participate in the plan once invited by the Board.

A summary of the Plan was disclosed in the Notice of General Meeting when approval was sought.