

CORPORATE GOVERNANCE STATEMENT

ASX Corporate Governance Council Principles and Recommendations (Fourth Edition)

Name of entity	Financial year ended
ZEUS RESOURCES LIMITED	30 JUNE 2022

The Company has prepared this statement which sets out its corporate governance practices that were in operation throughout the financial year ended 30 June 2022. This statement is current as of 1st August 2022 and has been approved by the Board of the Company.

The Company's corporate governance policies and charters are all available on the Company's website:

<https://www.zeusresources.com/corporate-governance/>

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance

Recommendation		Status	Reference/Comment
1.1	The Company has disclosed 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.	Complying	The Board has adopted a charter (Board Charter) which establishes the role of the Board and its relationship with management. The Board Charter clearly articulates the division of responsibilities between the Board and management in order to manage expectations and avoid misunderstandings about their respective roles and accountabilities. The Board Charter is maintained and reviewed annually by the Board. A copy of the Board Charter is available on the Company's website.
1.2	The Company: (a) undertakes appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provides security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director	Complying	Background checks are undertaken prior to director's nomination for election. The Board undertake appropriate checks on a candidate and seek confirmation from the candidate that he/she will have sufficient time to fulfil his or her responsibilities as a director; and The Company will, in the case of a candidate standing for election as a Director for the first time, provide information to shareholders about the candidate to enable them to make an informed decision on whether or not to elect the candidate, including material adverse information revealed by any checks on the candidate; details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect the candidate's capacity to exercise independent judgement on Board matters or to act in the best interests of the Company and its shareholders generally; the Board's view on whether the candidate will be considered to be an independent Director; and a recommendation by the Board in respect of the election of the candidate.

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Recommendation	Status	Reference/Comment
1.3	The Company has a written agreement with each director and senior executive setting out the terms of their appointment.	Complying All Directors and senior executives have entered into written agreements with the Company. Specifically, each Non-Executive Director has been given a letter of appointment which outlines terms including the Director's duties, obligations, remuneration, expected time commitments and notification of the Company's policies. Similarly, senior executives have a formal job description and services agreement or employment agreement with the Company describing their term of office, duties, rights and responsibilities, and entitlements on termination.
1.4	The Company secretary of the listed Company is accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Complying The Company Secretary is responsible for the day-to-day operations of the company secretary's office, including the administration of Board meetings, overseeing Company's relationship with its share registrar, lodgments with the ASX and other regulators. The Company Secretary is also responsible for communications with the ASX about listing rule matters, including making disclosures to the ASX in accordance with Company's Continuous Disclosure Policy. The Company Secretary supports the effectiveness of the Board by monitoring compliance with Board policies and procedures and coordinating the completion and dispatch of Board agendas and briefing papers. The appointment and removal of the Company Secretary is a matter for decision by the Board as a whole. The Company Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
1.5	The Company 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 to that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (a) if 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.	Partially Complying The Company is committed to the principles of employing people with a broad range of experiences, skills and views. All executives, managers and employees are responsible for promoting workforce diversity. The Company has adopted a Diversity Policy which can be viewed on the Company's website. The Diversity Policy outlines the requirement to set measurable objectives and the process of monitoring and reporting on the effectiveness of these objectives to the Board to be undertaken by the CEO. However, due to the size of the Company and the stage of the Company's development, diversity related initiatives remain aspirational and no measurable objectives were set during the reporting period. The Company is not a relevant employer under the Workplace Gender Equality Act. The Company defines "senior executive" as a person that has overall responsibility for one or more business functions. As at 30 June 2022, the proportion of women and men across the levels of Board, senior management and total employees were as follows: • female directors: 0% • female employees who are senior managers/ executives: 0% • female employees in the whole organisation: 0%. Given the current size and stage of development of the Company, the Board has not considered it necessary to formally set measurable objectives for achieving gender diversity. However, the Company is committed to an inclusive workplace that embraces and promotes diversity as part of its corporate culture. The Company does not believe this departure from recommendation 1.5 to be detrimental to shareholders.

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Recommendation		Status	Reference/Comment
1.6	The Company should: <ol style="list-style-type: none"> 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 was undertaken in the reporting period in accordance with that process. 	Complying	The Company has a Board Charter which includes the policy of reviewing Board performance. The Directors undertake an annual process to review the performance and effectiveness of the Board and individual directors. The Company Secretary will oversee this process. Whether the review has been undertaken will be disclosed in the Annual Report.
1.7	The Company should: <ol style="list-style-type: none"> a) have and disclose a process for periodically evaluating the performance of its senior executives; and b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in accordance with that process during or in respect of that period. 	Complying	The Company has a formal policy in place for assessment of senior executive performance as outlined in the audited Remuneration section of the Company's Annual Report.

PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE

The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

Recommendation		Status	Reference/Comment
2.1	The board of a listed entity should: <ol style="list-style-type: none"> (a) have a nomination committee which: <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: <ol style="list-style-type: none"> (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. 	Non- Complying	The Board has not convened a Nomination Committee due to the Company's small size and nature. The Board considers nominations for the appointment or election of Directors that may arise from time to time having regard to the corporate and governance skills required by the Company and procedures outlined in the Constitution and the <i>Corporations Act 2001 (Cth)</i> .
2.2	The Company discloses a board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve its membership.	Complying	The Board aims to be composed of Directors which have, at all times, the appropriate mix of skills, experience, expertise and diversity relevant to Company's businesses and the Board's responsibilities. The Board considers that it currently has an appropriate mix of skills and diversity. The Board Skills Matrix in Annexure A summarises the skills, experience, and expertise of each Director.

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Recommendation		Status	Reference/Comment
2.3	<p>The Company has disclosed</p> <p>(a) the names of the directors considered to be independent directors;</p> <p>(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</p> <p>(c) the length of service of each director.</p>	Complying	<p>The nominated Independent Director of the Company is Mr Colin Mackay (appointed 6 December 2021).</p> <p>Mr Colin Mackay has disclosed all other directorships and roles in his Director Profile in this Annual Report.</p> <p>The length of service of each Director is set out in the Company's Annual Report.</p> <p>The Board will continually assess whether there are any factors or considerations which may mean that a director's interest, position, association, or relationship might influence, or reasonably be perceived to influence, the capacity of the Director to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally. The Corporations Act and periodic Board meeting processes require Directors to advise the Board of any interest they have that has the potential to conflict with the interests of the Company, including any development that may impact their perceived or actual independence. If the Board determines that a director's status as an independent Director has changed, that determination will be disclosed and explained in a timely manner to the market.</p>
2.4	The majority of the board are independent Directors.	Non- Complying	The company has appointed 1 independent director from the 5 positions available. 3 other directorships are reserved for directors nominated by the two largest securityholders which are not considered independent.
2.5	The chair of the board of the Company should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Non- Complying	The Chair of the Board during the reporting period was held by Mr Ding Xu, a nominee of ZIMC, the largest shareholder of Zeus Resources Ltd.
2.6	The Company has 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.	Complying	The Company has a program for inducting new directors and for periodically reviews whether there is a need for existing directors to undertake professional development training. A new director is provided with all policies and procedures and the constitution of the Company.

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PRINCIPLE 3 – ACT LAWFULLY, ETHICALLY AND RESPONSIBLY

A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly

Recommendation		Status	Reference/Comment
3.1	The Company articulates and discloses its values.	Complying	The Company discloses its Core Values within its Annual Report. A copy of the statement of values is available on the Company's website.
3.2	The Company (a) has and discloses a code of conduct for its directors, senior executives and employees and; (b) ensures that the board or a committee of the board is informed of any material breaches of that code.	Complying	The Company has established a formal code of conduct that guides compliance with all levels of legal and other obligations to stakeholders and securityholders. A copy of the Company's Code of Conduct is available on the Company's website.
3.3	The Company a) has and discloses 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.	Complying	The Company has established a Whistleblower Policy, a copy of which can be found on the Company's website. The purpose of the Whistleblower Policy is to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing. All material 'Whistleblower' incidents are dealt with according to the policy and with discretion by the Board.
3.4	The Company (a) has and discloses 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.	Complying	The Company has established an Anti-Bribery and Corruption Policy, a copy of which can be found on the Website. All material 'Anti-bribery and Corruption Policy' incidents are dealt with according to the policy and with discretion by the Board.

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

A listed entity should have appropriate processes to verify the integrity of its corporate reports

Recommendation		Status	Reference/Comment
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.	Non- Complying	The Company has not established an Audit Committee with a corresponding charter. The Audit compliance is managed by the full board of Zeus Resources. The Board makes recommendations and implements processes and procedures to ensure that financial information it provides complies with accounting standards. The Board evaluates effectiveness of the financial statements prepared for the Board meetings. The external auditor appointment is made by endorsement of the auditor at the Company's annual general meeting. The Auditor and the Board ensure that the lead auditor is rotated on a regular basis.

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Recommendation	Status	Reference/Comment
<p>4.2 The Board, before it approves the entity's financial statements for a financial period, receives from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Complying	<p>The Directors are committed to the preparation of financial statements that present a balanced and clear assessment of the Company's financial position and prospects.</p> <p>The Board reviews the Company's quarterly, half yearly and annual financial statements.</p> <p>The Board has a process to receive written assurances from the CEO that the Company's financial reports present a true and fair view, in all material respects, of the Company's financial condition and operational results, and are in accordance with relevant accounting standards, and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. The Board does and will continue to seek these assurances prior to approving the financial statements for all quarterly, half year and full year results.</p>
<p>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.</p>	Complying	<p>The Company prepares quarterly activity reports and Appendix 5B cashflow reports which are not subject to audit or review by an external auditor.</p> <p>The periodic reports are prepared by the CEO. As explained in the above response to recommendation 4.2, the Board receives written assurances from the CEO before lodgement of the periodic reports.</p>

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

Recommendation	Status	Reference/Comment
<p>5.1 The Company has established written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at senior executive level for that compliance and disclosed those policies or a summary of those policies.</p>	Complying	<p>The Board has adopted a Continuous Disclosure Policy which has established procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior management level for that compliance. The focus of these procedures is on continuous disclosure of any information concerning the Company that a reasonable person would expect to have a material effect on the price of the Company's securities and improving access to information for all investors. A copy of the Policy is available on the Website.</p>
<p>5.2 The Company ensures that its board receives copies of all material announcements promptly after they have been made.</p>	Complying	<p>The Board is informed of all material market announcements promptly after they have been made.</p>
<p>5.3 The Company ensures that when it gives 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.</p>	Complying	<p>The Company did not have any substantive investor or analyst presentations during the reporting period. However, if it does give new investor or analyst presentations, all presentations will be released to the ASX market announcements platform ahead of the presentation.</p>

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PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

Recommendation		Status	Reference/Comment
6.1	The Company has provided information about itself and its governance to investors via a website.	Complying	<p>The 'Investors' section of Company's website is the primary medium of providing information to all shareholders and stakeholders. It has been designed to enable information to be accessed in a clear and readily accessible manner.</p> <p>Company's website www.zeusresources.com, ASX website www.asx.com.au, under ASX code 'ZEU'.</p> <p>All corporate governance policies and charters adopted by the Board are available on the Website.</p>
6.2	The Company has designed and implemented an investor relations program to facilitate effective two-way communication with investors.	Complying	<p>The Company promotes active communication with shareholders through a variety of measures, including the use of the Company's website. The Company's reports and ASX announcements are made available on the Company's website www.zeusresources.com and on the ASX website www.asx.com.au, under ASX code 'ZEU'.</p>
6.3	The Company has disclosed how it facilitates and encourages participation at meetings of security holders.	Complying	<p>Shareholders are encouraged to attend the Company's general meetings and notice of such meetings will be given in accordance with the Company's Constitution, the Corporations Act, and the ASX Listing Rules.</p> <p>The Company's annual general meeting in particular is an opportunity for shareholders to receive updates from the CEO and Chairman on Company performance, ask questions of the Board and vote on the various resolutions affecting the Company's business. Shareholders are also given an opportunity at annual general meetings to ask questions of the Company's auditors regarding the conduct of the audit and preparation and content of the auditor's report. The Company provides security holders with notification of all meetings entitled to attend and maintains information on its website www.zeusresources.com.</p>
6.4	The Company ensures that all substantive resolutions at a meeting of security holders are decided by poll rather than show of hands.	Complying	<p>Investors are able to communicate with the Company electronically by emailing the Corporate Governance Advisor and Company Secretary. Investors are also able to communicate with the Company's registry electronically by emailing the registry or via the registry's website.</p>
6.5	The listed Company has provided security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Complying	<p>Zeus encourages its shareholders to receive company information electronically by registering their email addresses online with Company's share registry.</p>

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

Recommendation	Status	Reference/Comment
<p>7.1 The board of the Company should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	Non- Complying	The Board is responsible for the management of risk due to the current size of the Board. Zeus is committed to embedding risk management practices to support the achievement of business objectives. The Board is responsible for reviewing and overseeing the risk management strategy and ensuring Zeus has an appropriate corporate governance structure. Within that overall strategy, management has designed and implemented a risk management and internal control system to manage material business risks.
<p>7.2 The board of the Company:</p> <p>(a) reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) discloses, in relation to each reporting period, whether such a review has taken place.</p>	Complying	The Board reviews systems of external and internal controls and areas of significant operational, financial and property risk and ensures arrangements are in place to reduce exposure to risk factors. The Board discloses external auditors, areas of risk that have been reviewed by the Board and the results of the review.
<p>7.3 The Company should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	Complying	The Company does not have an internal audit function. Management reviews the Company's business units, organisational structure and accounting controls and processes on a regular basis and reports to the Board. The Board regularly reviews its processes and policies at Board meetings to ensure continuous improvement in the effectiveness of its governance, risk management and internal control processes. The Board is also informed annually of potential risks found during the half-yearly and annual audit process.
<p>7.4 The Company has disclosed whether they have any material exposure to economic, environmental and social sustainability risks and, if they do, how they manage or intend to manage those risks.</p>	Complying	All material risks are announced to the market in accordance with the requirements of the ASX Listing Rules and/or otherwise disclosed in periodic financial reports.

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.

Recommendation	Status	Reference/Comment
<p>8.1</p> <p>The board of the Company should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>Non- Complying</p>	<p>Due to the size and nature of the existing Board, the Company currently has no Remuneration or Nomination Committee, and the full Board currently carries out the duties that would ordinarily be assigned to the Remuneration and Nomination Committee.</p> <p>The Board regularly addresses remuneration matters. The Audited Remuneration report is presented AGM. The Company has actively responded to votes against accepting the Remuneration Report.</p>
<p>8.2</p> <p>The Company has disclosed its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives</p>	<p>Complying</p>	<p>Details of the Directors' and key executives' remuneration are set out in the Remuneration Report section of the Company's 2022 Annual Report. In addition, Company has established a Salary and Performance Policy.</p>
<p>8.3</p> <p>The Company when utilising an equity-based remuneration scheme</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>N/A</p>	<p>The Company is currently not utilising an equity-based remuneration scheme.</p>

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ANNEXURE A – BOARD SKILLS MATRIX

Board Members		Appointment Details		Location			Skills and experience					
First Name	Last Name	Position	Date of first appointment	Australia	China	Tailand	Geology and Exploration	Asset management	Stakeholder management	Corporate governance	Human resource management	Fund raising
Ding	Xu	Chairperson	4-Apr-22		1			1	1		1	
Sitong	Wu	Director	4-Apr-22		1		1		1			1
Colin Robert	Mackay	Director	22-Dec-21			1		1	1			
Yicheng	Zhang	Director	28-Oct-21	1				1	1			
Jian	Liu	Director	22-Dec-20	1			1	1	1	1		1
		Board Composition		40%	40%	20%	2	4	5	1	1	2