

**PANORAMIC RESOURCES LIMITED**  
**ACN 095 792 288**  
**(COMPANY)**

**CORPORATE GOVERNANCE STATEMENT**  
**FOR THE FINANCIAL YEAR ENDING 30 JUNE 2022**

The Board of Panoramic Resources Limited (ASX: PAN) (“Panoramic” or “the Company”) has responsibility for corporate governance for the Company and its subsidiaries and has implemented policies, procedures and systems of control with the intent of providing a strong framework and practical means for ensuring good governance outcomes which meet the expectations of all stakeholders.

This Corporate Governance Statement is current as at 31 August 2022 and was 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 2022, followed the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations 4<sup>th</sup> Edition (**Recommendations**). The Company will continue to review its corporate governance framework to ensure it reflects any changes within the Company, or to accepted principles and good practice. The Recommendations are not mandatory, however the Company has identified where a recommendation has not been followed during the reporting period, the reasons for doing so and what (if any) alternative governance practices were adopted in lieu of the recommendation.

The Company has adopted a series of corporate governance policies and procedures which provide the written terms of reference for the Company’s corporate governance duties. These policies and procedures are available on the Corporate Governance page on the Company’s website at <https://panoramicresources.com/corporate-governance/>.

This Statement sets out corporate governance practices adopted by the Board, and which were in place during the financial year ending 30 June 2022.

By order of the Board



Susan Park  
Company Secretary

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<b>Principle 1: Lay solid foundations for management and oversight</b>		
<p><b>Recommendation 1.1</b></p> <p>A listed entity should have and disclose a board charter setting out:</p> <ul style="list-style-type: none"> <li>a) the respective roles and responsibilities of its board and management; and</li> <li>b) those matters expressly reserved to the board and those delegated to management.</li> </ul>	YES	<p>The Company has adopted a Board Charter that sets out:</p> <ul style="list-style-type: none"> <li>(a) the specific roles and responsibilities of each of the Board, the Chair, Company Secretary and management;</li> <li>(b) a description of those matters expressly reserved to the Board and those delegated to management;</li> <li>(c) requirements as to the Board's composition; and</li> <li>(d) the establishment, operation and management of Board Committees and Board processes.</li> </ul> <p>A copy of the Company's Board Charter is available in the corporate governance section on the Company's website.</p>
<p><b>Recommendation 1.2</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</li> <li>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.</li> </ul>	YES	<ul style="list-style-type: none"> <li>(a) The Company has guidelines for the appointment and selection of the Board in its Nomination Committee Charter. The Board ensures appropriate checks (including checks in respect of character, experience, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person, or putting forward to security holders a candidate for election, as a Director. These checks take place prior to putting forward a Director to security holders for election at a General Meeting or Annual General Meeting.</li> <li>(b) The Board (operating under the Nomination Committee Charter) ensures all material information relevant to a decision on whether or not to elect or re-elect a director of the Company (including biographical details, qualifications, the candidate's independence and a statement from the Board as to whether it supports the candidate's existing directorships (if any)) must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director. The Board will include this material information in the Company's 2022 Notice of Annual General Meeting.</li> </ul>
<p><b>Recommendation 1.3</b></p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	YES	<p>The Company's Directors and senior executives are party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment.</p> <p>The Company has had written agreements with each of its Directors and senior executives for the past financial year.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION												
<p><b>Recommendation 1.4</b></p> <p>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.</p>	YES	<p>The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p>												
<p><b>Recommendation 1.5</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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.</p> <p>(A) If the entity was in the S&amp;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.</p>	YES	<p>(a) The Company has adopted a Diversity Policy which provides a framework for the Company to establish and achieve measurable diversity objectives, including in respect of gender diversity. The 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.</p> <p>(b) The Diversity Policy is available in the corporate governance section on the Company's website.</p> <p>(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 would unduly limit the Company from applying the Diversity Policy as a whole and the Company's policy of appointing based on skills and merit.</p> <p>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) as at 30 June 2022 is disclosed below –</p> <table border="1" data-bbox="1317 975 1727 1129"> <thead> <tr> <th></th> <th>Female</th> <th>Male</th> </tr> </thead> <tbody> <tr> <td>Board</td> <td>40%</td> <td>60%</td> </tr> <tr> <td>Senior Executive*</td> <td>33%</td> <td>67%</td> </tr> <tr> <td>Whole organisation</td> <td>24%</td> <td>76%</td> </tr> </tbody> </table> <p>* 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 Managing Director, Chief Financial Officer and Company Secretary.</p>		Female	Male	Board	40%	60%	Senior Executive*	33%	67%	Whole organisation	24%	76%
	Female	Male												
Board	40%	60%												
Senior Executive*	33%	67%												
Whole organisation	24%	76%												
<p><b>Recommendation 1.6</b></p> <p>A listed entity should:</p>	YES	<p>(a) As documented in the Company's Board Charter, the Company's Chair is responsible for arranging evaluation of the performance of the Board, individual directors, and Board committees (where applicable).</p>												

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(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.</p>		<p>(b) The Chair maintained open and honest communication with all Board members and Committee Chairs throughout the year.</p> <p>The Chair was responsible for evaluation of the Board, its committees and members on an informal and as required basis throughout the financial year and also conducted a formal written review.</p>
<p><b>Recommendation 1.7</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(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.</p>	YES	<p>(a) The Company's CEO/Managing Director is responsible for evaluating the performance of senior executives. The process for this is set out in the Company's Board Charter, which is available on the Company's website.</p> <p>(b) The Company has completed performance evaluations in respect of the senior executives for the past financial year in accordance with the applicable processes.</p>
<b>Principle 2: Structure the Board to be effective and add value</b>		
<p><b>Recommendation 2.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ol> <p>(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.</p>	YES	<p>The Company's Board Charter states that once the Board is of a sufficient size and structure, and the Company's operations are of a sufficient magnitude, to assist the Board in fulfilling its duties, the Board may establish certain committees including a Nomination Committee.</p> <p>The full Board undertakes the role of the Nomination Committee in accordance with the Nomination Committee Charter. The Board considers that the formation of a separate Nomination Committee would not provide any additional benefits.</p> <p>The Board as a whole (with abstentions from relevant Directors where there is a conflict of interest) carries out the role and has the responsibilities typically assumed by a Nomination Committee. These responsibilities include, but are not limited to, regularly reviewing the size and composition of the Board and consideration of any appropriate changes, identifying and assessing the necessary and desirable skills and competency levels of Directors with a view to enhancing the Board, reviewing succession planning, induction and continuing professional development and making recommendations on the appointment and re-appointment of Directors.</p> <p>During the year the Board devoted time to discuss Board succession issues and to assessing the Company's Board skills with all Board members being involved in the process.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p><b>Recommendation 2.2</b></p> <p>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.</p>	<p>YES</p>	<p>Under the Nomination Committee Charter, the Nomination Committee (or in its absence the Board) is required to develop a board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership for inclusion in the Company's corporate.</p> <p>The current Board's skills matrix is set out below:</p> <p>Nicholas Cernotta – Independent Chair Qualifications/Skills – BEng (Mining). Mining Engineer, general mining, and project development.</p> <p>Victor Rajasooriar – Managing Director Qualifications/Skills - BEng (Mining), AusIMM, MAICD. Mining Engineer, general mining, and project development.</p> <p>Peter Sullivan – Non-executive Director Qualifications/Skills – BE, MBA. Engineer, corporate, and project development.</p> <p>Rebecca Hayward – Independent Non-executive Director Qualifications/Skills – LLB. Lawyer, corporate, and project development.</p> <p>Gillian Swaby - Independent Non-executive Director Qualifications/Skills – BBus, FAICD, FGIA, AAusIMM. Accountant, governance, corporate, and general mining.</p> <p>Full details as to each Director and senior executive's relevant skills and experience are available in the Company's Annual Report.</p>
<p><b>Recommendation 2.3</b></p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(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</p> <p>(c) the length of service of each director.</p>	<p>YES</p>	<p>(a) The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent.</p> <p>The Company currently has three independent Directors, Mr. N. Cernotta (Chair), Ms. R. Hayward (Non-executive Director) and Ms. G. Swaby (Non-executive Director). Mr. V. Rajasooriar (Managing Director) is not considered to be independent as he is as executive of the Company. Mr. P. Sullivan is also not considered to be independent as he is the non-executive chairman of a substantial shareholder in the Company (Zeta Resources Limited).</p> <p>(b) There are no independent Directors who fall into this category.</p> <p>(c) The Company's Annual Report discloses the length of service of each Director.</p>

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<p><b>Recommendation 2.4</b> A majority of the board of a listed entity should be independent directors.</p>	YES	<p>The Company's Board Charter requires that, where practical, the majority of the Board should be independent.</p> <p>The Board has a majority of independent directors. The Company currently has three independent Directors, Mr. N. Cernotta (Chair), Ms. R. Hayward (Non-executive Director) and Ms. G. Swaby (Non-executive Director). Mr. V. Rajasooriar (Managing Director) is not considered to be independent as he is as executive of the Company. Mr. P. Sullivan is also not considered to be independent as he is non-executive chairman of a substantial shareholder in the Company (Zeta Resources Limited).</p>
<p><b>Recommendation 2.5</b> 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.</p>	YES	<p>The Chair of the Company, Mr. N. Cernotta, is an independent Director and is not the CEO of the Company.</p>
<p><b>Recommendation 2.6</b> 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.</p>	YES	<p>The Nomination Committee (or in its absence the Board) is responsible for the establishment and facilitation of the induction program for new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board.</p> <p>The Company Secretary is responsible for helping to organise and facilitate inductions and professional development for directors. The Company Secretary regularly provides information to the Directors which may assist in their ongoing professional development.</p>
<p><b><i>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</i></b></p>		
<p><b>Recommendation 3.1</b> A listed entity should articulate and disclose its values.</p>	YES	<p>The Board has adopted a set of values which are the foundation for how the Company achieves its business objectives. Our values are supported by the Code of Conduct and other key governance principles and policies which are approved by the Board. The Company's values are available on the Company's website.</p>
<p><b>Recommendation 3.2</b> A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>b) ensure that the board or a committee of the board is informed of any material breaches of that code.</li> </ul>	YES	<p>Panoramic is committed to acting ethically and responsibly.</p> <p>The Company's Corporate Code of Conduct applies to the directors (executive or non-executive), officers, employees, contractors and consultants of the Company.</p> <p>The Company's Corporate Code of Conduct is available on the Company's website.</p>

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		The Board is informed of any material breaches of the Code. Each Board meeting has a standard agenda item on 'Corporate Governance' whereby breaches of any codes, policies or charters, if any, are disclosed to the Board.
<p><b>Recommendation 3.3</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a whistleblower policy; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</li> </ul>	YES	<p>The Company's Whistleblower Policy is available on the Company's website.</p> <p>The Board is informed of any material breaches of this Policy. Each Board meeting has a standard agenda item on 'Corporate Governance' whereby breaches of any codes, policies or charters, if any, are disclosed to the Board.</p>
<p><b>Recommendation 3.4</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have and disclose an anti-bribery and corruption policy; and</li> <li>b) ensure that the board or committee of the board is informed of any material breaches of that policy.</li> </ul>	YES	<p>The Company's Anti-bribery and Corruption Policy is available on the Company's website.</p> <p>The Board is informed of any material breaches of this Policy. Each Board meeting has a standard agenda item on 'Corporate Governance' whereby breaches of any codes, policies or charters, if any, are disclosed to the Board.</p>
<b>Principle 4: Safeguard the integrity of corporate reports</b>		
<p><b>Recommendation 4.1</b></p> <p>The board of a listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have an audit committee which: <ul style="list-style-type: none"> <li>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, who is not the chair of the board,</li> </ul> and disclose: <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the relevant qualifications and experience of the members of the committee; and</li> <li>(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</li> </ul> </li> <li>(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</li> </ul>	YES	<p>The Company has an Audit and Governance Committee with an independent Chair who is not the chair of the Board (Non-executive Director Ms. G. Swaby) and two members, independent Non-executive Director Ms. R. Hayward and Non-executive Director Mr. P. Sullivan.</p> <p>The number of times the Committee met during that year and the individual attendances of the members at those meetings is disclosed in the Company's Annual Report. The Annual Report also includes the qualifications and experience of all Directors including the Directors who are members of the Committee.</p> <p>The Charter of the Audit and Governance Committee is on the Corporate Governance page of the Company's website.</p> <p>The Company's auditors attend and present their closing audit report to the Audit and Governance Committee prior to approval of both the Half Year and Full Year Financial Statements. The auditor's closing report is also circulated to the full Board.</p>

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removal of the external auditor and the rotation of the audit engagement partner.		
<p><b>Recommendation 4.2</b></p> <p>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.</p>	YES	<p>The Company's CEO and CFO (or, if none, the person(s) fulfilling those functions) is required to provide a sign off on these terms.</p> <p>The Company has obtained a sign off on these terms in the past financial year.</p>
<p><b>Recommendation 4.3</b></p> <p>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>	YES	<p>The Company's Code of Conduct provides that the Company must have policies and comprehensive practices in place to protect Panoramic's assets and maintain financial integrity. The Company's finance team ensures that the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, are materially accurate, balanced and provide investors with appropriate information to make informed investment decisions.</p> <p>Where a periodic corporate report, such the Company's quarterly report, is not required to be audited or reviewed by an external auditor, Panoramic conducts an internal verification process to confirm the integrity of the report, to ensure that the content of the report is materially accurate, and to provide investors with appropriate information to make informed investment decisions. Appropriate supporting information for such corporate reports are sought and retained on preparation of the report and the full Board reviews and approves the release of such reports.</p> <p>Copies of all market announcements are also required to be circulated to the Board in draft for approval and promptly on release, to ensure the Board has timely oversight of the nature and quality of information being disclosed to the market.</p>
<b>Principle 5: Make timely and balanced disclosure</b>		
<p><b>Recommendation 5.1</b></p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	YES	<p>The Company's corporate governance policies include a Continuous Disclosure Policy which is available on the Company's website. The Continuous Disclosure Policy applies to all executive and non-executive directors, officers, employees, contractors and consultants of Panoramic. The Company has adopted a set of procedures and guidelines in relation to its continuous disclosure obligations under the ASX Listing Rules and the Corporations Act 2001 (Cth).</p>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p><b>Recommendation 5.2</b></p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	YES	Copies of all market announcements are circulated by the Company Secretary promptly to the Board to ensure the Board has timely oversight of the nature and quality of information being disclosed to the market.
<p><b>Recommendation 5.3</b></p> <p>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.</p>	YES	<p>The Company's Continuous Disclosure Policy provides that any new and substantive investor or analyst presentations will be released on the ASX Market Announcements Platform ahead of the presentation. The Chair, Managing Director and Company Secretary ensure that any new and substantive investor or analyst presentations are released to ASX ahead of the presentation.</p> <p>Where practicable, the Company will consider providing shareholders the opportunity to participate in such presentations.</p>
<p><b>Principle 6: Respect the rights of security holders</b></p>		
<p><b>Recommendation 6.1</b></p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	YES	Information about the Company and its governance is available in the Corporate Governance section on the Company's website at <a href="https://panoramicresources.com/corporate-governance/">https://panoramicresources.com/corporate-governance/</a> .
<p><b>Recommendation 6.2</b></p> <p>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	YES	<p>The Company has adopted a Shareholder Communications Policy which aims to promote and facilitate effective two-way communication with investors. The Policy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website as part of the Company's corporate governance policies.</p> <p>Panoramic's website is the primary medium of providing information to shareholders and stakeholders. It has been designed to enable information to be accessed in a clear and readily accessible manner. As part of the Company's investor relations program, shareholders can register with the Company through the website to receive email notifications of when an announcement is made by the Company to the ASX.</p> <p>The Company's annual general meeting (AGM) provides an important opportunity for Panoramic to provide information to its shareholders and a reasonable opportunity for informed shareholder participation. At the AGM, shareholders will have a reasonable opportunity to express their views to the Board and management and to vote on the Board's proposals. All shareholders are encouraged to attend the AGM.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p><b>Recommendation 6.3</b></p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	YES	Shareholders are encouraged to participate at all general meetings and AGMs of the Company. Shareholder meeting materials include a statement encouraging all shareholders to participate in the meeting.
<p><b>Recommendation 6.4</b></p> <p>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.</p>	YES	The Shareholder Communications Policy provides that Panoramic must ensure all substantive resolutions at shareholder meetings will be decided by a poll rather than a show of hands. The Company's share registry will assist with the running of the poll.
<p><b>Recommendation 6.5</b></p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	YES	<p>The Shareholder Communications Policy provides that security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report and half-yearly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.</p> <p>The Company's shareholders can also register with the Company's share registry to receive communications electronically rather than via mail, where applicable.</p> <p>Shareholders queries are referred to the Company Secretary in the first instance.</p>
<b>Principle 7: Recognise and manage risk</b>		
<p><b>Recommendation 7.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ol>	YES	<p>The Company has a Risk Committee with an independent Chair, Non-executive Director R. Hayward, and two members Mr. N. Cernotta, Independent Chair and V. Rajasooriar, Managing Director.</p> <p>The number of times the Committee met during that year and the individual attendances of the members at those meetings is disclosed in the Company's Annual Report. The Annual Report also includes the qualifications and experience of all Directors including the Directors which are members of the Committee.</p> <p>The Charter of the Risk Committee is included on the Corporate Governance page of the Company's website. The Charter outlines the process of risk management and internal compliance and control.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
(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><b>Recommendation 7.2</b></p> <p>The board or a committee of the board should:</p> <p>(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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	YES	<p>The Risk Committee oversees Panoramic's risk management framework. The role of the Risk Committee is to review and make recommendations to the Board in relation to:</p> <ul style="list-style-type: none"> <li>a. the adequacy of Panoramic's processes for managing risk;</li> <li>b. any incident involving fraud or other breakdown of Panoramic's internal controls; and</li> <li>c. Panoramic's insurance program, having regard to its business and the insurable risks associated with its business.</li> </ul> <p>The Risk Committee, at least annually, considers the overall risk management framework and risk profile and annually reviews its effectiveness in meeting sound corporate governance principles and keep the Board informed of all significant business risks. The Company has completed a review of the Company's risk management framework during 2022.</p> <p>The Company's Board is focused on the management of risk. The Managing Director and CFO are required to report on the management of risk as a standing agenda item at each Board meeting. The Board are encouraged to update and challenge the matters disclosed with respect to the Company's risk at and between each Board meeting under the standing agenda item and to raise any material risks that they believe are not adequately dealt with.</p>
<p><b>Recommendation 7.3</b></p> <p>A listed entity 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>	YES	<p>The Company does not currently have a formal internal audit function, however the Board oversees the effectiveness of governance, risk management and internal control processes.</p> <p>Management is charged with resourcing, operating and monitoring the system of internal control, incorporating risk responses in the form of controls into its management systems, and reporting results of the effectiveness of these systems to the Board.</p> <p>Although no system of internal control can provide absolute assurance that the business risks will be fully mitigated, the internal control systems adopted by the Company have been designed to meet the Company's specific needs and the risks to which it is exposed. Internal control measures currently adopted by the Board include:</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
		<p>(i) monthly reporting to the Board in respect of operational and financial performance;</p> <p>(ii) authority limits established for management which must not be exceeded unless prior Board approval is obtained;</p> <p>(iii) a compliance procedure for the purpose of ensuring compliance with the Company's continuous disclosure obligations; and</p> <p>(iv) regular reports to the Board by appropriate members of the management team and/or independent advisers, outlining the nature of particular risks and highlighting measure which are either in place or can be adopted to manage or mitigate those risks.</p> <p>The Board monitors the need for an internal audit function having regard to the size, location and complexity of the Company's operations. Certain specific areas are chosen for external review as considered prudent.</p> <p>The Board reviews risk management and internal compliance procedures at each Board meeting under the heading of 'Risk' and monitors the quality of the accounting function.</p>
<p><b>Recommendation 7.4</b></p> <p>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.</p>	YES	<p>The Company's Risk Committee Charter requires the Committee to review the disclosure by the Company on whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks. The Company's exposure to material economic, environmental and social sustainability risks, if any, is included in the operations review, Directors' Report and the financial statements all contained in the Annual Report and under its continuous disclosure obligations.</p>
<p><b>Principle 8: Remunerate fairly and responsibly</b></p>		
<p><b>Recommendation 8.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> </ol>	NO	<p>The Company has a Remuneration Committee with Non-executive Director Mr. P. Sullivan as Chair and independent Non-executive Director Ms. G. Swaby and independent Non-executive Chair of the Board Mr. N. Cernotta as members. The Committee has a majority of independent directors, but it not chaired by an independent director. Mr. P. Sullivan is not considered to be independent as he is the non-executive chairman of a substantial shareholder in the Company (Zeta Resources Limited). Mr. P. Sullivan is not an executive of the Company and the Board has determined he is a suitable Chair for the Committee.</p> <p>The number of times the Committee met during that year and the individual attendances of the members at those meetings is disclosed in the Company's</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<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>Annual Report. The Annual Report also includes the qualifications and experience of all Directors including the Directors who are members of the Committee.</p> <p>The Charter of the Remuneration Committee is included on the Corporate Governance page of the Company's website.</p>
<p><b>Recommendation 8.2</b></p> <p>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.</p>	YES	<p>The Company's Board Charter provides that the Board must approve the Company's remuneration framework and satisfy itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite. The Board discloses its policies and practices regarding the remuneration of Directors and senior executives in the Remuneration Report contained in the Company's Annual Report.</p>
<p><b>Recommendation 8.3</b></p> <p>A listed entity which has an equity-based remuneration scheme should:</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>	YES	<p>(a) The Company had an equity-based remuneration scheme during the past financial year. The Company's policies and practices regarding the remuneration of Directors and senior executives, including equity-based remuneration, is disclosed in the Remuneration Report in the Annual Report.</p> <p>(b) Executives are prohibited from entering into transactions or arrangements which limit the economic risk of participating in equity-based remuneration or in unvested entitlements.</p>