Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

HOT CHILI LIMITED

ABN/ARBN

91 130 955 725

Financial year ended:

30 June 2023

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

☒ This URL on our website: https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/

The Corporate Governance Statement is accurate and up to date as at 29 September 2023 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.[3]

Date:	29 September 2023
Name of authorised officer authorising lodgement:	Penelope Beattie, Company Secretary

[1] "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

[2] Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

[3] Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

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ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

[4] Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "*insert location*" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate governance/charters/").

[5] If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our diversity policy at: https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/ and we have disclosed the information referred to in paragraph (c) in our 2023 Corporate Governance Statement on page 2. The Company was not included in the S&P / ASX 300 Index at the commencement of the reporting period.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) in our 2023 Corporate Governance Statemen page 3: https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our 2023 Corporate Governance Statemen page 3	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☒ The Nomination Committee will be part of the Environment, Social and Governance Committee. Currently we disclose a copy of the charter of the Nomination committee within the Remuneration and Nomination Committee Charter at: https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/ and the information referred to in paragraphs (4) and (5) at: https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/ in our 2023 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☐	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: https://www.hotchili.net.au/about-us/board-of-directors/ and, where applicable, the information referred to in paragraph (b) and (c) in the 2023 the Annual Report https://www.hotchili.net.au/investors/reports/	☐ set out in our Corporate Governance Statement

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2.4	A majority of the board of a listed entity should be independent directors.	☐	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/ .	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/ and the Board and Committees oversee and receive regular reports from management in respect of compliance with the code	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/ and the Board and Committees oversee and receive regular reports from management in respect of compliance with the policy	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy at: https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/ and the Board and Committees oversee and receive regular reports from management in respect of compliance with the policy	☐ set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ and we have disclosed a copy of the charter of the committee at: https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/ and the information referred to in paragraphs (4) and (5) at: https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/	☐ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	☐ set out in our Corporate Governance Statement

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://www.hotchili.net.au/about-us/ https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/ https://www.hotchili.net.au/investors/	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/ Shareholder Communication Policy	☐ set out in our Corporate Governance Statement

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6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	☐ set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ and we have disclosed a copy of the charter of the committee, which is not a separate committee but a part of the Audit and Risk Committee at: https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/and the information referred to in paragraphs (4) and (5) in the 2023 Corporate Governance Statement and in the Annual report https://www.hotchili.net.au/investors/reports/ .	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes in our Corporate Governance Statement at https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/	☐ set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed consideration of our environmental and social risks and how we intend to manage these at our annual report https://www.hotchili.net.au/investors/reports/ and in our Corporate Governance Statement at https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/	☐ set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ and we have disclosed a copy of the charter of the committee at: https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies and the information referred to in paragraphs (4) and (5) at our Corporate Governance Statement https://www.hotchili.net.au/about-us/corporate-governance-procedures-policies/ ..	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in the 2023 Annual Report https://www.hotchili.net.au/investors/reports/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it in the 2023 Corporate Governance Statement page 12	☐ set out in our Corporate Governance Statement **OR** ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we do not have a director in this position and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	*Alternative to Recommendation 1.1 for externally managed listed entities:* The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: …… [*insert location*]	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
-	*Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:* An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: …… [*insert location*]	☐ set out in our Corporate Governance Statement

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Hot Chili Limited ACN 130 955 725

Corporate Governance Statement

ASX Principle and Recommendation	Compliance	Commentary
Principle 1: Lay solid foundations for management and oversight		
Recommendation 1.1 A listed entity should have and disclose a board charter setting out: • the respective roles and responsibilities of its board and management; and • those matters expressly reserved to the board and those delegated to management.	Yes	The Board has adopted a Board Charter which discloses the roles and responsibilities of the Board and senior management. Under the Board Charter, the Board is responsible for the overall operation and stewardship of Hot Chili and, in particular, for the long-term growth and profitability of Hot Chili, the strategies, policies and financial objectives of Hot Chili and for monitoring the implementation of those policies, strategies and financial objectives. A copy of Hot Chili's Board Charter is available on the Company's website: *www.hotchili.net.au*.
Recommendation 1.2 A listed entity should: • undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and • 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.	Yes	Hot Chili will conduct specific checks of candidates prior to their appointment or nomination for election by Shareholders. This includes good fame and character requirements for Directors, the Managing Director (chief executive officer) (CEO) and the Chief Financial Officer (CFO) and CFO in accordance with Listing Rule 1.1 condition 20. Hot Chili will include in its notices of meeting a brief biography of each Director who stands for election or re-election. The biography will set out the relevant qualifications and professional experience of the nominated Director for consideration by Shareholders. This information will also be included on Hot Chili's website: *www.hotchili.net.au*.
Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Hot Chili engages or employs its Directors' and other senior executives under written agreements setting out key terms and otherwise governing their engagement or employment by Hot Chili. The CEO is employed pursuant to a written employment agreement with Hot Chili and each Non-Executive Director is engaged under a letter of appointment.

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ASX Principle and Recommendation	Compliance	Commentary
Recommendation 1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Company Secretary reports directly and is accountable to the Board in relation to all governance matters. The Company Secretary advises and supports the Board members on general governance matters, implements adopted governance procedures and coordinates circulation of meeting agendas and papers.
Recommendation 1.5 A listed entity should: • have and disclose a diversity policy; • 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 • disclose in relation to each reporting period: ○ the measurable objectives set for that period to achieve gender diversity; ○ the entity's progress towards achieving those objectives; and ○ either: i. the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes): or ii. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	Yes	The Board has adopted a Diversity Policy, which is designed to further Hot Chili's commitment to supporting and further developing its diversity through attracting, recruiting, engaging and retaining diverse talent and aligning Hot Chili's culture and management systems with this commitment. Hot Chili has not set measurable objectives for achieving gender diversity. There are no women on the board. Women hold 50% of senior management roles and 31% of the employees are women. The role of Chairman of Hot Chili Limited is held by a woman. Hot Chili is not a relevant employer under the Gender Equality Act The Diversity Policy is available on the Company's website: *www.hotchili.net.au*.
Recommendation 1.6 A listed entity should: • have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and	Yes	The performance of the Board is evaluated on an ongoing basis to ensure alignment with Hot Chili's corporate objectives. In particular, the evaluation of the Board is overseen by the Chairman and Board members are required to complete questionnaires providing feedback on the Board's performance. The review process

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• disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.		for committees is undertaken by way of feedback from the Board. An evaluation was undertaken following the retirement of two directors from the board in November 2022.
Recommendation 1.7 A listed entity should: • have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and • disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Yes	The performance of senior executives is evaluated on an ongoing, informal basis to ensure alignment with Hot Chili's corporate objectives. In particular, the evaluation of senior executives is conducted by reference to agreed strategic objectives of the company which are agreed and formally reviewed at the end of the relevant year and as well as informally on an ongoing basis.
Principle 2: Structure the board to be effective and add value		

Recommendation 2.1
The board of a listed entity should
• have a nomination committee which:
  ○ has at least three members, a majority of whom are independent directors; and
  ○ is chaired by an independent director,
  and disclose:
  ○ the charter of the committee;
  ○ the members of the committee; and
  ○ as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
• 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.
	Yes	Hot Chili has a combined ESG and Nomination Committee. The Nomination Committee is responsible for assisting the Board in ensuring that the Board and its committees comprise of individuals who are best able to discharge their responsibilities, with regard to the law and the highest standard of governance.
		The Committee consists of:
		• Stephen Quin, Non-Executive Director (Chair)
		• Nicole Adshead-Bell, Non-Executive Chairman
		Both directors are considered to be independent Directors for the purposes of the ASX Recommendations.
		The ESG and Nomination Committee Charter is awaiting approval by the Board and will be available on the Company's website: *www.hotchili.net.au*. Meanwhile, the principles of the Nomination Committee are included in the charter of the Remuneration and Nomination Committee Charter, available on the Company's website.

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Recommendation 2.2 A listed entity should have and disclose 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.	Yes	Hot Chili does not have a Board Skills Matrix. Relevant skills, qualifications and experience are detailed in the Annual Report.
Recommendation 2.3 A listed entity should disclose: • the names of the directors considered by the board to be independent directors; • 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 • the length of service of each director.	Yes	Disclosure of the names of Directors considered by the Board to be independent is provided in the annual report and on the Company's website. The current independent Directors are: • Stephen Quin, Non-Executive Director; and • Nicole Adshead-Bell, Non-Executive Chairman. Details of the Directors' length of services as well as interests, positions, associations and relationships are disclosed in the Company's Annual Report lodged with ASX.
Recommendation 2.4 A majority of the board of a listed entity should be independent directors.	No	The Board comprised 2 out of 5 independent Directors. The number of independent directors is adequate for size and stage of life of the Company.
Recommendation 2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Yes	The Chairman (Dr Nicole Adshead-Bell) is considered to be an independent director. Dr Adshead-Bell is not the CEO.
Recommendation 2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	Hot Chili has a process to induct and educate new Directors about the nature of the business, current issues, the corporate strategy and the expectations of the Company concerning the performance of Directors. Directors may visit all operations and meet with management to gain a better understanding of the business. Directors are given access to continuing education opportunities to update and enhance their skills and knowledge.
Principle 3: Instil a culture of acting lawfully, ethically and responsibly		
Recommendation 3.1 A listed entity should articulate and disclose its values.	Yes	Hot Chili is committed to instilling and continually reinforcing a culture across the organisation of acting lawfully, ethically and responsibly. This is encapsulated in Hot Chili's Statement of Values

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		which applies to Directors and the employees of Hot Chili and where relevant and to the extent possible, consultants, secondees and contractors of Hot Chili. The document is available on the Company's website at www.hotchili.net.au
Recommendation 3.2 A listed entity should: • have and disclose a code of conduct for its directors, senior executives and employees; and • ensure that the board or a committee of the board is informed of any material breaches of that code.	Yes	Hot Chili has established a Code of Conduct, which is disclosed on the Company's website, which sets out the standards with which the Directors and employees of Hot Chili and where relevant and to the extent possible, consultants, secondees and contractors of Hot Chili, are expected to comply in relation to the affairs of Hot Chili's business. In accordance with Hot Chili's Board Charter, any and all material or suspected breaches of the Code of Conduct Policy will be reported to the Board or a relevant committee of the Board upon identification.
Recommendation 3.3 A listed entity should: • have and disclose a whistleblower policy; and • ensure that the board or committee of the board is informed of any material incidents reported under that policy.	Yes	Hot Chili has a Whistleblower Policy. The Whistleblower Policy is available on its website: *www.hotchili.net.au*. In accordance with Hot Chili's Board Charter, any and all material or suspected breaches of the Whistleblower Policy will be reported to the Board or a relevant committee of the Board upon identification.
Recommendation 3.4 A listed entity should: • have and disclose an anti-bribery and corruption policy; and • ensure that the board or a committee of the board is informed of any material breaches of that policy.	Yes	Hot Chili has an Anti-bribery and Corruption Policy. The Anti-bribery and Corruption Policy is available on its website: *www.hotchili.net.au*. In accordance with Hot Chili's Board Charter, any and all material or suspected breaches of the Anti-bribery and Corruption Policy will be reported to the Board or a relevant committee of the Board upon identification.

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Principle 4: Safeguard the integrity of corporate reports		

Recommendation 4.1
The board of a listed entity should:
• have an audit committee which:
  ○ has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and
  ○ is chaired by an independent director, who is not the chair of the board,
• and disclose:
  ○ the charter of the committee;
  ○ the relevant qualifications and experience of the members of the committee; and
  ○ in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
• 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.
	Yes	Hot Chili has a joint Audit and Risk Management Committee which is responsible for overseeing the integrity of the Company's statutory financial reporting, reviewing the independence and performance of the external auditor, approving external audit fees and responsible for Risk and Compliance review activities.
		The Committee consists of:
		• Stephen Quin Non-Executive Director (Chair) ; and
		• Nicole Adshead-Bell, Non-Executive Chairman.
		All are considered to be independent Directors, and suitably qualified for the purposes of the ASX Recommendations.
		The Audit and Risk Management Committee's Terms of Reference have been approved by the Board and is available on the Company's website: *www.hotchili.net.au*.
		The Company will report in the Annual Report on the number of times the Audit and Risk Management Committee met throughout the period and the individual attendances of the members at those meetings.

Recommendation 4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	Hot Chili will obtain declarations from its CEO and CFO before its financial statements are approved substantially in the form referred to in Recommendation 4.2.

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Recommendation 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.	Yes	Hot Chili ensures the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor. The Company satisfies itself that these reports are materially accurate, balanced and provide investors with appropriate information.
Principle 5: Make timely and balanced disclosure		
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the listing rule 3.1.	Yes	The Board has adopted a Continuous Disclosure Policy. Hot Chili is subject to the continuous disclosure requirements of Chapter 3 of the Listing Rules and section 674 of the Corporations Act. Hot Chili is committed to observing its disclosure obligations under the Corporations Act and its obligations under the Listing Rules. All announcements provided to ASX will comply with Chapter 5 of the Listing Rules and will be posted on Hot Chili's website: *www.hotchili.net.au*.
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	Hot Chili ensures that its Board shall receive copies of all material market announcements both before, and promptly after they have been made.
Recommendation 5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of presentation material on the ASX Market Announcements Platform ahead of the presentation.	Yes	Hot Chili releases a copy of any new and substantive presentation materials on the ASX Market Announcements Platform prior to any presentations made. All presentation materials provided to the ASX areposted on the Hot Chili website: *www.hotchili.net.au*.
Principle 6: Respect the rights of security holders		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information about Hot Chili, including its corporate governance and copies of its various corporate governance policies and charters, is available on Hot Chili's website: *www.hotchili.net.au*.
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Board has a Shareholder Communications Policy (available on its website), the purpose of which is to ensure Hot Chili: • provides timely and accurate information equally to all Shareholders and market participants regarding the Company including its financial situation, performance, ownership, strategies, activities and governance; and

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		• adopts channels for disseminating information that are fair, timely and cost efficient. Hot Chili will communicate with its Shareholders: • through releases to the market via the ASX; • through Hot Chili's website; • through information provided directly to Shareholders; and • via general meetings.
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	Hot Chili supports Shareholder participation in general meetings and will seek to provide appropriate mechanisms for such participation, including by ensuring that meetings are held at convenient times and places to encourage Shareholder participation. In preparing for general meetings of Hot Chili, Hot Chili will draft the notice of meeting and related explanatory information so that they provide all of the information that is relevant to Shareholders in making decisions on matters to be voted on by them at the meeting. This information will be presented clearly and concisely so that it is easy to understand and not ambiguous. Hot Chili will use general meetings as a tool to effectively communicate with Shareholders and allow Shareholders a reasonable opportunity to ask questions and to otherwise participate in the meeting. Mechanisms for encouraging and facilitating Shareholder participation will be reviewed regularly to encourage a high level of Shareholder participation.
Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Chairman will call for a poll on all substantive resolutions at a meeting rather than voting by a show of hands. The Company's practice at general meetings is to read out and/or display the proxy votes received for each resolution, at the time of voting. This ensures that Shareholders present at the meeting are kept informed as to the level of support for each resolution. Hot Chili's Constitution provides a right for Shareholders to call for a poll on a resolution at a general meeting.
Recommendation 6.5	Yes	Hot Chili considers that communicating with Shareholders by electronic means is an

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A listed entity should give security holders the option to receive communications from and send communications to, the entity and its security registry electronically.		efficient way to distribute information in a timely and convenient manner. Shareholders have the option to receive communications from Hot Chili electronically and Hot Chili encourages them to do so.
Principle 7: Recognise and manage risk		

Recommendation 7.1
 	
The board of a listed entity should:
 	
• have a committee or committees to oversee risk, each of which:
  ○ has at least three members, a majority of whom are independent directors; and
  ○ is chaired by an independent director,
 	
  and disclose:
  ○ the charter of the committee;
  ○ the members of the committee; and
  ○ as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
 	
• if it does not have a Risk Management Committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.
	Yes	Hot Chili's Audit and Risk Management Committee is responsible for overseeing risk management of the Company.
		
		Refer to Principle 4 above for details on the composition of the committee and disclosures the Company will make.
		
		The Audit and Risk Management Committee will be guided by the Risk Management Policy for Hot Chili. The purpose of the Policy is to:
		• appropriate systems are in place to identify to the extent reasonably practicable all material risks that may impact on Hot Chili business;
		• the financial impact of identified risks is understood and appropriate internal control systems are in place to limit Hot Chili' exposure to such risks;
		• appropriate responsibilities are delegated to control the identified risks effectively; and
		• any material changes to Hot Chili's risk profile are disclosed in accordance with its Continuous Disclosure Policy.
		
		Further, the Audit and Risk Management Committee (as delegated by the Board) is also responsible under the Risk Management Policy for the management and internal control of the processes by which risk is considered for both ongoing operations and prospective actions.

Recommendation 7.2 The board or a committee of the board should: • 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	Yes	The Board is responsible for risk oversight and the management and internal control of the processes by which risk is considered, for both ongoing operations and prospective actions. The Board will review Hot Chili's risk management framework on an annual basis to ensure Hot Chili's risk management framework continues to be effective.

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• disclose, in relation to each reporting period, whether such a review has taken place.		.
Recommendation 7.3 A listed entity should disclose: • if it has an internal audit function, how the function is structured and what role it performs; or • 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.	Yes	Hot Chili does not have an internal audit function at this stage. The Board considers that, given the current size and scope of Hot Chili's operations, an internal audit function is not necessary. The Board as a whole oversees the effectiveness of risk management and internal control processes. Further detail of the processes the Company employs for evaluating and continually improving the effectiveness of its risk management and internal control processes are set out in the Risk Management Policy, which is available on Hot Chili's website: *www.hotchili.net.au*. The Board intends to reconsider the requirement for and benefits of, an internal audit function as Hot Chili's operations grow and evolve.
Recommendation 7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	Hot Chili's primary activity is mineral exploration in Chile. These activities expose Hot Chili to operational, economic, environmental and social sustainability risks similar to those faced by all other participants in the mining and exploration industries in Chile. The Company has established an ESG and Nomination Committee. The Company will report in the Annual Report on the number of times the Committee met throughout the period and the individual attendances of the members at those meetings. The Committee consists of: • Stephen Quin, Non-Executive Director; (Chair) • Nicole Adshead-Bell, Non-Executive Chairman; All members are considered to be independent directors for the purposes of the ASX Recommendations. Further disclosure on the Company's work in the community and ESG Framework are available in the Annual Report.

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Principle 8: Remunerate fairly and responsibly		
Recommendation 8.1 The board of a listed entity should: • have a remuneration committee which: ○ has at least three members, a majority of whom are independent directors; and ○ is chaired by an independent director, and disclose: ○ the charter of the committee; ○ the members of the committee; and ○ as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or • 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.	Yes	Hot Chili's Remuneration Committee is responsible for approving Hot Chili's remuneration policies and framework from time to time (currently the Remuneration Policy) and determining whether the remuneration and conditions of service of senior executives are appropriate and consistent with the approved remuneration policies and framework. The Committee consists of: • Nicole Adshead-Bell, Non-Executive Chairman (Chair) and; • Stephen Quin, Non-Executive Director; All members are considered to be independent Directors for the purposes of the ASX Recommendations. The Remuneration and Nomination Committee Charter has been approved by the Board and is available on the Hot Chili website: *www.hotchili.net.au*. The Remuneration Policy sets out the current processes the Committee employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. The Policy is available on the Hot Chili website: *www.hotchili.net.au*. Hot Chili will set out the remuneration paid or provided to Directors and senior executives annually in the remuneration report contained within Hot Chili's annual report to Shareholders.
Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	Hot Chili's policies and practices regarding the remuneration of Non-Executive Directors and senior executives are set out in Hot Chili's Remuneration Policy. This Policy is available on the website: *www.hotchili.net.au*.

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Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should: • 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 • disclose that policy or a summary of it.	Yes	Hot Chili's Remuneration Policy provides that no Director or member of senior management (including any employee who is a restricted employee under the Hot Chili Securities Trading Policy) who participates in an equity-based remuneration scheme established by Hot Chili may enter into any transaction designed to limit the economic risk of participating in the equity-based remuneration scheme. The Remuneration Policy is available on the website: *www.hotchili.net.au*.

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