Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Alliance Resources Limited

ABN/ARBN

38 063 293 336

Financial year ended:

30 June 2021

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

☐ These pages of our annual report:

☒ This URL on our website: http://www.allianceresources.com.au/site/corporate/corporate-governance

The Corporate Governance Statement is accurate and up to date as at 30 September 2021 and has been approved by the board.

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

Date: 30 September 2021

[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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Name of authorised officer authorising lodgement:	Robert Tolliday

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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: www.allianceresources.com.au …… [*insert location*]	☐ 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: …… [*insert location*] and we have disclosed the information referred to in paragraph (c) at: …… [*insert location*] and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified 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) at: …… [*insert location*] and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: …… [*insert location*]	☒ 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]**
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: www.allianceresources.com.au …….. [*insert location*] and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: FY'21 Director's Report, refer Remuneration Report…….. [*insert location*]	☐ 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.	☐ *[If the entity complies with paragraph (a):]* and we have disclosed a copy of the charter of the committee at: …… [*insert location*] and the information referred to in paragraphs (4) and (5) at: …… [*insert location*] *[If the entity complies with paragraph (b):]* and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at: …… [*insert location*]	☒ 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.	☒ and we have disclosed our board skills matrix at: set out in our Corporate Governance Statement …….. [*insert location*]	☐ 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]**
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: set out in our Corporate Governance Statement …….. [*insert location*] and, where applicable, the information referred to in paragraph (b) at: set out in our Corporate Governance Statement …….. [*insert location*] and the length of service of each director at: set out in our Corporate Governance Statement …….. [*insert location*]	☐ set out in our Corporate Governance Statement
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

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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 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: www.allianceresources.com.au …….. [*insert location*]	☐ 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: www.allianceresources.com.au …….. [*insert location*]	☐ 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: www.allianceresources.com.au …….. [*insert location*]	☐ set out in our Corporate Governance Statement
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: www.allianceresources.com.au …….. [*insert location*]	☐ set out in our Corporate Governance Statement

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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 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.	☐ *[If the entity complies with paragraph (a):]* and we have disclosed a copy of the charter of the committee at: …… [*insert location*] and the information referred to in paragraphs (4) and (5) at: …… [*insert location*] *[If the entity complies with paragraph (b):]* and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at: …… [*insert location*]	☒ 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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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 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: www.allianceresources.com.au …….. [*insert location*]	☐ 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: www.allianceresources.com.au …….. [*insert location*]	☐ 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: set out in our Corporate Governance Statement …….. [*insert location*]	☐ set out in our Corporate Governance Statement
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

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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 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.	☐ *[If the entity complies with paragraph (a):]* and we have disclosed a copy of the charter of the committee at: …….. [*insert location*] and the information referred to in paragraphs (4) and (5) at: …….. [*insert location*] *[If the entity complies with paragraph (b):]* and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: …….. [*insert location*]	☒ 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: set out in our Corporate Governance Statement …….. [*insert location*]	☐ set out in our Corporate Governance Statement

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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]
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.	☐ *[If the entity complies with paragraph (a):]* and we have disclosed how our internal audit function is structured and what role it performs at: …….. [*insert location*] *[If the entity complies with paragraph (b):]* 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 at: …….. [*insert location*]	☒ 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 whether we have any material exposure to environmental and social risks at: set out in our Corporate Governance Statement …….. [*insert location*] and, if we do, how we manage or intend to manage those risks at: …….. [*insert location*]	☐ set out in our Corporate Governance Statement

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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 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.	☐ *[If the entity complies with paragraph (a):]* and we have disclosed a copy of the charter of the committee at: …… [*insert location*] and the information referred to in paragraphs (4) and (5) at: …… [*insert location*] *[If the entity complies with paragraph (b):]* and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: …… [*insert location*]	☒ 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 at: set out in our Corporate Governance Statement …….. [*insert location*]	☐ 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 at: set out in our Corporate Governance Statement …… [*insert location*]	☐ 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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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]
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.	☐ and we have disclosed information about the processes in place at: …… [*insert location*]	☐ 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

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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]
-	*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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Corporate Governance Statement – for the year ended 30 June 2021

Alliance Resources Limited (ACN 063 293 336) and Controlled Entities

In recognising the need for the highest standard of corporate behaviour and accountability, the Directors of Alliance support the principle of good corporate governance. As such, Alliance Resources Limited have adopted the fourth edition of the Corporate Governance Principles and Recommendations which was released by the ASX Corporate Governance Council in February 2019 and became effective for financial years beginning on or after 1 January 2020. The Company has reviewed its corporate governance practices against the 4th Edition of the ASX Corporate Governance Principles and has commenced reporting against these as part of its annual reporting for FY2021 onwards.

During the reporting period the Company continued to review and enhance its governance policies and practices and the governance framework in line with best practice. The Company's corporate governance policies will continue to be under regular review due to the ever changing regulatory environment and the desire for the company to operate at the highest governance levels possible.

The consolidated entity's Corporate Governance Statement for the financial year ending 30 June 2021 is dated as at 30 June 2021 and was approved by the Board on 29 September 2021. The Corporate Governance Statement is available on the Alliance website at www.allianceresources.com.au and may be accessed via the Corporate / Corporate Governance section.

The Company and its controlled entities, together, are referred to as the Group in this statement.

Unless otherwise disclosed below, the Group's governance practices comply with the ASX Corporate Governance Principles and Recommendations and have been applied for the entire financial year ended 30 June 2021.

A description of the Group's main corporate governance practices is set out below.

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AGS Corporate Governance Statement – for the year ended 30 June 2021

Principle No.	Best Practice Recommendation	Compliance	Reason for Non-Compliance
Principle 1: Lay solid foundations for management and oversight			
	1.1 Disclose: (a) the respective roles and responsibilities of the Board and management; and (b) those matters expressly reserved to the Board and those delegated to management.	The first Recommendation is that the Company formalise and disclose the functions reserved to the Board and those delegated to management. There is a clear segregation of duties between the Board and management. The role of the Board of Directors is set out in its Board Charter (which is published on the Company's website at: www.allianceresources.com.au) and includes the setting of goals, strategies and policies for the operation of the Company, to oversee the Company's management, to regularly review performance, and to generally monitor the Company's affairs in the best interests of shareholders. The key responsibilities of the Board include: • appoint and, where necessary, remove the Managing Director and determine that person's remuneration (including termination benefits); • providing input into, and adopting the strategic plan and budget of the Company, as prepared by management; • approving and monitoring the progress of all material acquisitions, divestments, contracts and operational programs, and major capital expenditure; • approving capital raisings (debt or equity) by the Company; • oversight of the audit, compliance, internal control, and financial and operational risk management functions of the Company to ensure that they operate effectively;	Not applicable.

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		• oversight of financial reporting and communication to the Company's shareholders; • oversight of the Company's employee relations and ethical, social and environmental behaviour; • reviewing the performance of the Board as a whole, Board Committees and individual directors. The Board has delegated to the Managing Director and his senior executive team authority over the day to day management of the Company and its operations. This delegation of authority includes responsibility to undertake the actions set out in the Board Charter, with the primary objective of maximising sustainable shareholder wealth, having regard to the Company's values and impacts for employees, communities and other stakeholders. Specific responsibilities of the Managing Director include: • day to day running of the business; • tenement management (existing tenements); • appropriate and cost effective exploration and development of the Company's projects; • identification of business development opportunities; • managing the operating and financial performance of the Company; • implementation of effective occupational health and safety policies; • recruitment of personnel; • stakeholder communications program (including continuous disclosure of material developments through preparation of ASX announcements, quarterly reports, annual reports and Company presentations, broker/institutional tours, attendance at trade shows, and advertising); and • manage internal communication with Board of Directors, staff, consultants and contractors, and	

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		provide leadership and inspiration at all times. **Director Induction and Education** All new Directors participate in a director induction program that includes one-on-one discussions with key executives, provision to directors of important company documents and visits to operation sites. Continuing education requirements for directors are assessed on an as needs basis generally in conjunction with the Board performance assessment process. **Company Secretary** All Directors have access to the Company Secretary. The Company Secretary is accountable to the Board, through the Chairman, for all governance matters. **Management** Mr. Kevin Malaxos was appointed Managing Director on 1 December 2019. He has been employed in similar roles by other public companies for in excess of 10 years. The Managing Director's specific responsibilities are described above. The Chief Financial Officer (responsible and accountable to the Managing Director) and Company Secretary (accountable to the Board, through the Chairman, for all governance matters). His specific responsibilities include the following: • maintaining financial control across the Company and its controlled entities; • ensuring that the Board receives regular financial and other pertinent information and reports (notably on auditing, taxation and insurance); • statutory financial statements; • Compliance with the regulatory requirements set out in the Corporations Act and ASX Listing Rules;	

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		and • Management of the Company's banking arrangements and funds on hand. Geological personnel are responsible and accountable to the Managing Director for exploration. Specific responsibilities include: • identification of exploration opportunities; • assisting the Managing Director with establishing annual exploration budgets; • effective exploration work programs; • supervision of consultants, contractors and other personnel; • reporting on activities by preparation of internal and external (statutory) reporting, and • maintaining effective working relationships with all stakeholders within the communities in which the Company is working to achieve positive outcomes for the Company and its stakeholders.	
	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.	The Company completes a detailed background check of all prospective directors and senior executives. All material information relevant to the decision is, when necessary, provided to security holders upon their appointment and, for directors, in the Notice of Meeting prior to election or re-election. Information provided includes: • biographical details, including their relevant qualifications and experience and the skills they bring to the Board; • details of any other material directorships currently held by the candidate; • any material adverse information revealed during the checks by the Company about the candidate;	Not applicable.

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		• details of any interest, position, association, or relationship that might influence, or reasonably be perceived to influence, in a material respect the candidates capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders; and • if the Board considers that the candidate will qualify as an independent director.	
	1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	The Company has entered into written agreements with all directors and senior executives setting out the terms of their appointment. For non-executive directors this includes: • the term of appointment; • time commitment envisaged; • remuneration, including superannuation entitlements; • the requirement to disclose directors' interests and any matters that may affect the directors independence; • the requirement to comply with the Company's corporate policies (which can be found on the Company's web site www.allianceresources.com.au); • indemnity and insurance arrangements; • ongoing rights of access to corporate information; and • ongoing confidentiality obligations. For executive directors and senior executives, agreements include the above information, and: • a description of their position, duties, and responsibilities; • the person or body to whom they report;	The company has a fully complying written agreement with the Managing Director. The non-executive directors, Ian Gandel and Tony Lethlean were both appointed in 2003, and Steve Johnston appointed in 2019, and have written agreements complying with certain parts of the recommended terms (including indemnity and insurance arrangements). The company is satisfied that those terms not specifically covered in writing are in practice adhered to.

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		• the circumstances in which their service may be terminated (with or without notice); and • any entitlements on termination.	
	1.4 The Company Secretary should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.	The Company Secretary, Mr. Robert Tolliday, is responsible for: • advising the Board and its committees on governance matters; • monitoring that board and committee policy and procedures are followed; • coordinating the timely completion and dispatch of board and committee papers; • ensuring that the business at board and committee meetings is accurately captured in the minutes; and • helping to organise and facilitate the induction and professional development of directors. Mr. Robert Tolliday is accountable to the Board through the Chairman.	Not applicable.
	1.5 The Company should: (a) have and disclose a Diversity Policy; (b) through the Board or a committee of the Board, set measurable objectives for achieving gender diversity in the composition of the Board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives for	On 21 September 2011, the Company adopted a Diversity Policy, which includes requirements for the Board to establish measurable objectives for achieving diversity (including gender diversity) in its personnel, senior executives and directors, and for the Board to assess annually both the objectives and progress in achieving them. The Diversity Policy provides a framework to achieve: • a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals; • a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff; • improved employment and career development	Due to the small size of the Company and minimal requirements to employ new staff, the Company is not in a position to report on measurable objectives for gender diversity or progress towards achieving them.

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	that period to achieve gender diversity; (2) the entity's progress to 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 Company 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.	opportunities for women; • a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and • awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity. The Policy can be accessed at www.allianceresources.com.au The Board has not yet set measurable objectives for achieving gender diversity. The Company has only made a few appointments since adopting the Diversity Policy. The Company has abided by its Diversity Policy for all employment. The Company is also committed to ensuring that all employees have an equal opportunity to participate in professional development programs and to developing its human resources. The proportion of women in the Alliance group of companies is set out in the following table: **Proportion of women** Whole organisation[1] 3 out of 11 (27%) Board Nil out of 4 (0%) Senior executive positions[2] 1 out of 4 (25%)	

[1] The whole organisation includes employees who are employed by Gandel Metals but work within the Company. Gandel Metals is a Company associated with Director, Mr Ian Gandel. Gandel Metals provides Management Services to the Company.

[2] Includes indirect employees of the Company, the Chief Financial Officer & Company Secretary, Mr Robert Tolliday and the Financial Controller/Assistant Company Secretary, Ms Dallas Gebert. Mr Tolliday and Ms Gebert are employed by Gandel Metals (see footnote 1 above).

	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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	The Board regularly reviews its performance, however due to the size of the Company and the Board a formal process to evaluate the performance of the Board, its committees and individual directors has not been established.	Company size does not warrant a formal evaluation process.
	1.7 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	The Board reviews the performance of senior executives annually. The senior executives' performance is assessed against short and long term criteria relating to the performance of the senior executive and the Company as a whole. Further information on performance assessment is contained in the Remuneration Report which forms part of the Directors' Report in the Annual Report.	Not applicable.

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AGS Corporate Governance Statement – for the year ended 30 June 2021

Principle No.	Best Practice Recommendation	Compliance	Reason for Non-Compliance
Principle 2: Structure the board to be effective and add value			
	2.1 The Board should 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.	The Company established a Nomination Committee on 16 September 2009 and comprises 2 non-executive Directors one of which is considered an independent director. Mr Lethlean is the independent Chairman **Committee members:** Members of the Committee at the date of this Statement are: • Mr Tony Lethlean (Chairman) • Mr Ian Gandel **Committee Role & Responsibilities:** The role and responsibilities, structure and procedures of the Nominations Committee are set out in the Committee's Charter which has been published on the Company's website at: www.allianceresources.com.au The process for nomination and appointment of Directors is set down in the Nominations Committee Charter and on the Company's website. In summary, the purpose of the Committee is to provide recommendations to and assist the Directors with respect to: • identifying nominees for directorships and other key executive appointments having regard to any skill, experience, competency or diversity gaps that may be identified from time to time; • the composition of the Board; • ensuring that effective induction and education procedures exist for new Board appointees and key executives; and	Due to the small size of the company there are only two members on the Nomination Committee. The Chairman of the Nomination Committee Mr Tony Lethlean is independent, however, the majority of the Nomination Committee is not independent.

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<td>ensuring that appropriate procedures exist to assess and review the performance of the Chair, non-executive directors, senior management, Board committees and the Board as a whole.

The Nomination Committee will normally meet as required each financial year.

The 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 is published in the Annual Report.</td>
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<td>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.</td>
<td>The Board has developed a skills matrix to provide a guide as to the skills, knowledge and experience appropriate for the governance of the Company. The skills matrix is designed to guide the recruitment of directors and Board succession planning. A copy of the Company’s skills matrix is provided below.
<table>
<tr><th>Skill / experience</th><th>Ian Gandel</th><th>Tony Lethlean</th><th>Steve Johnston</th><th>Kevin Malaxos</th><th>Bob Tolliday</th></tr>
<tr><td>Commercial</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr>
<tr><td>Corporate Governance</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr>
<tr><td>Legal</td><td>✓</td><td></td><td></td><td></td><td></td></tr>
<tr><td>Investor relations</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr>
<tr><td>Capital raising</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr>
<tr><td>Corporate strategy</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr>
<tr><td>Leadership</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr>
<tr><td>Accounting</td><td>✓</td><td></td><td></td><td></td><td>✓</td></tr>
<tr><td>Business development</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr>
<tr><td>Risk management</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr>
<tr><td>Mineral exploration</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td></td></tr>
<tr><td>Geographic experience – Australia</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr>
<tr><td>Mineral project development</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td></td></tr>
<tr><td>Mining & production</td><td>✓</td><td>✓</td><td>✓</td><td>✓</td><td></td></tr>
</table>
</td>
<td>Not applicable.</td>
</tr>
</table>

	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, 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, or relationship in question and an explanation of why the Board is of that opinion; and (c) the length of service of each director.	At the date of this Statement the Company has four directors comprising Mr. Ian Gandel, Non-Independent Non-Executive Chairman, Mr. Tony Lethlean, Independent Non-Executive director, Mr. Steve Johnston Non-Independent Non-Executive director (former Managing Director – resigned 30 November 2019) and Mr Kevin Malaxos, Managing Director (appointed 1 December 2019). The Company has adopted a definition of independence as set out in the Board Charter. In determining a director's independence the following definition is applied: *"An independent director is considered to be independent when he or she is independent of management and has no material business or other relationship with Alliance Resources Limited which could materially impede the objectivity of, or the exercise of independent judgment by, the director or materially influence his or her ability to act in the best interests of the Company."* In reaching its decision regarding individual director independence, the Board reserves the right to consider a director to be independent even though they may not meet one or more of the specific thresholds or tests specified in the Company's Independence Policy having regard to the underlying key definition of independence and the nature of the director's circumstances. The Board has determined that one of the directors, Mr Tony Lethlean, is an independent non-executive director applying the Company's Independence Policy. Issues considered in making this determination included that Mr Lethlean has not had any material contractual or business relationship with the Company in the past three years and has served on the Board for in-excess of ten years, his independence is considered however not to have been compromised. In regard to the other three directors they are not considered to be independent as Mr Ian Gandel is, and continues to be, a substantial shareholder in the Company, Mr Steve Johnston is a former executive and Mr Kevin Malaxos is executive. Details of the current directors of the Company, their skills,	Not applicable.

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		experience, qualifications are set out on the Company's website at www.allianceresources.com.au **Length of service of each director** Ian Gandel – Appointed 15 October 2003 Tony Lethlean – Appointed 15 October 2003 Steve Johnston – Appointed 19 October 2011 Kevin Malaxos – Appointed 1 December 2019	
	2.4 A majority of the Board should be independent directors.	The Board has determined that one of the directors is independent (i.e. 25%). The Board is aware that not having a majority of independent directors during the course of the financial period does not comply with Recommendation 2.4. The Board has formed the view that the Company's size does not justify a large Board with a majority of independent directors.	One of the directors is independent. The Company's size does not justify a large Board with a majority of independent directors.
	2.5 The chair of the Board should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Mr Gandel has been a director of the Company since 2003 and has an intimate knowledge of its affairs. He is an experienced company director and is committed to providing the time necessary to effectively discharge his role as chairperson, taking into account the time commitments associated with the provision of additional services and his other roles. The Company's chairperson, Mr Ian Gandel, and Managing Director, Mr Kevin Malaxos, have separate roles. The chairperson is primarily responsible for: • leadership of the Board; • the efficient organisation and conduct of the Board's function; • ensuring that all relevant issues are on the agenda for directors' meetings; • briefing all directors on key issues;	The Company's size does not justify a Board large enough to have an independent director as its chairperson.

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		• facilitating the effective contribution of all directors; • guiding Board deliberations, free of undue bias; and • promoting constructive and respectful relations between directors and between the Board and management. Mr Kevin Malaxos was appointed Managing Director on 1 December 2019. He is an experienced managing director and previously served in that capacity with ASX-listed company Maximus Resources Ltd and as CEO with Mt Gibson Iron Ltd.	
	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.	All new directors participate in a director induction program which includes one-on-one discussions with key executives, provision to directors of important company documents, and visits to operational sites. Continuing education requirements for directors are assessed on an as needs basis generally in conjunction with the Board performance assessment process.	Not applicable.

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AGS Corporate Governance Statement – for the year ended 30 June 2021

Principle No.	Best Practice Recommendation	Compliance	Reason for Non-Compliance
Principle 3: Instil a culture of acting lawfully, ethically and responsibly			
	3.1 A listed entity should articulate and disclose its values.	The Company has approved a Statement detailing its seven core values that guide the Company's behaviour and how we interact with each other and our stakeholders. The Statement can be accessed from the website at www.allianceresources.com.au.	Not applicable
	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.	The Company, including its Directors and key executives, is committed to maintaining the highest standards of integrity and seeks to ensure that all its activities are undertaken with efficiency, honesty and fairness. The Company also maintains a high level of transparency regarding its actions consistent with the need to maintain the confidentiality of commercial-in-confidence material and, where appropriate, to protect the shareholders' interests. The Company recognises the need for Directors and employees to observe the highest standards of behavior and business ethics when engaging in corporate activity and expects all directors, executives, contractors and employees to act in accordance with the law and with the highest standards of propriety and in accordance with the terms of the Company's Code of Conduct which can be accessed from the website at www.allianceresources.com.au	Not applicable
	3.3 A listed entity should: (a) have and disclose a whistleblower policy; and	The Company has a detailed whistleblower policy that details the processes and procedures to be followed should a whistleblower raise any relevant legitimate issues. The policy can be accessed from the website at	Not applicable

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	(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	www.allianceresources.com.au.	
	3.4 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.	The Company, including its Directors and key executives, is committed to maintaining the highest standards of integrity and seeks to ensure that all its activities are legally undertaken with efficiency, honesty and fairness. The Company also maintains a high level of transparency in order to avoid exposing ourselves to potential conflicts of interest. The Company does not obtain or retain business through any unethical or illegal means and recognises the need for Directors and employees to observe the highest standards of behavior and business ethics in all business dealings and expects all directors, executives, contractors and employees to act in accordance with the law and with the highest standards of propriety and in accordance with the terms of the Company's Anti-Bribery and Corruption Policy which can be accessed from the website at www.allianceresources.com.au	Not applicable

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AGS Corporate Governance Statement – for the year ended 30 June 2021

Principle No.	Best Practice Recommendation	Compliance	Reason for Non-Compliance
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 3) disclose: a. the charter of the committee; b. the relevant qualifications and experience of the members of the committee; and c. 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.	The Company established an Audit & Risk Committee on 5 August 2010. **Committee members:** Members of the Committee at the date of this Statement are: • Mr Tony Lethlean (Chairman) • Mr Ian Gandel • Mr Steve Johnston **Committee Role & Responsibilities:** The role and responsibilities, structure and procedures of the Audit & Risk Committee are set out in the Committee's Charter which has been published on the Company's website at: www.allianceresources.com.au In summary, the function of the Committee is to assist the Board in fulfilling its corporate governance responsibilities with regard to: • business risk management; • compliance with legal and regulatory obligations; • the establishment and maintenance of the internal control framework; • the reliability and integrity of financial information for inclusion in the Company's financial statements; • safeguarding the independence of the external auditor; and • audit, accounting and financial reporting obligations.	Due to the small size of the Company, the majority of the Audit & Risk Committee is not independent.

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		The Audit & Risk Committee will normally meet at least three times each financial year. The Committee currently comprises three director members all of whom are non-executive and one of whom is an independent director. Standing invitations to attend Audit & Risk Committee meetings have been issued to Mr Kevin Malaxos (Managing Director), Mr Robert Tolliday (Company Secretary) and the Company's External Auditors. The qualifications and experience of the members of the committee and, in relation to each reporting period, the number of times the committee meet throughout the period and the individual attendances of the members at those meetings is published in the Annual Report.	
	4.2 The board of a listed entity should, before it approves the Company'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.	In addition to the requirements of Section 295A of the Corporations Act, before the Board approves the Company's financial statements for a financial period it requires a signed declaration from the Managing Director and the Chief Financial Officer 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. The Board has indicated that it is satisfied that management has developed and implemented a sound system of risk management and internal control.	Not applicable.

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	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.	The Company's Market Disclosure and Communications Policy includes a Market Communications Policy which outlines the Company's process to verify the integrity of unaudited reports. This policy is available on the Company's website at: www.allianceresources.com.au The Company provides interim (currently quarterly) updates of the Company's progress across all areas of the business, including select financial information. The Managing Director is responsible for all such updates which are reviewed by the Board. Individual components are also reviewed by Senior Management with responsibility for the specific component subject matter. The financial information is compiled by the Chief Financial Officer in accordance with generally accepted accounting practices. The full Board reviews all material market announcements prior to their release. All material market announcements are promptly provided to all directors.	Not applicable.

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AGS Corporate Governance Statement – for the year ended 30 June 2021

Principle No.	Best Practice Recommendation	Compliance	Reason for Non-Compliance
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.	The Company fully supports the continuous disclosure regime in Australia. In accordance with the continuous disclosure requirements of the ASX Listing Rules, the Company has policies and procedures in place to ensure that price sensitive information is identified and reviewed by management and disclosed to the ASX in a timely manner and that all information provided to the ASX is posted on the Company's website as soon as possible after its release to the ASX. The Company Secretary manages the Company's compliance with its continuous disclosure obligations and is responsible for communications with the ASX. All managers in the Company receive advice on continuous disclosure and are aware of, and accountable for, the Company's compliance with the continuous disclosure requirements. The Company has a Market Disclosure and Communication Policy in line with current best practice standards which is available on the Company's website at: www.allianceresources.com.au The Board will evaluate this Market Disclosure and Communication Policy regularly to determine whether it remains effective in ensuring accurate and timely disclosure in accordance with the Company's disclosure obligations.	Not applicable.
	5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	The Company's Market Disclosure and Communications Policy includes a requirement that its board receives copies of all material market announcements promptly after they have been made and the company secretary ensures this process is followed. This policy is available on the Company's website at: www.allianceresources.com.au	Not applicable.

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AGS Corporate Governance Statement – for the year ended 30 June 2021

	5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the investor presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Presentations that are made to analysts or investors will be posted on the Company's website. If the presentations contain information that has not previously been announced to ASX, and that would or could have a material effect on the share price, the presentation will be lodged with the ASX prior to the presentation being made.	Not applicable.

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AGS Corporate Governance Statement – for the year ended 30 June 2021

Principle No.	Best Practice Recommendation	Compliance	Reason for Non-Compliance
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.	The Company's website address is www.allianceresources.com.au This address links to a home page with intuitive and easily located links to sections providing corporate details (including the Company's policies and corporate governance), exploration project details, the Companies ASX investments, details of all ASX Announcements (including Annual Reports and Company presentations), share price, top twenty shareholders, and how to contact the Company.	Not applicable.
	6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Our shareholders own the Company and the Board acknowledges its responsibility to act in their best interests with the objective of increasing the Company's value for all shareholders. The Board maintains active communication with its shareholders as owners of the Company. Communication with shareholders is of critical importance to the Company. The Board aims to ensure that the shareholders on behalf of whom they act have access to all information necessary to assess the performance and prospects of the Company. Mechanisms used to communicate with shareholders include: • the Company's Annual Report which is distributed, or otherwise made available, to all shareholders; • the Company's quarterly production reports; • the Company's half-year financial report; • the Company's Annual General Meeting and other general meetings called to obtain shareholder approval for significant corporate actions, as appropriate; • Company announcements; and	Not applicable.

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		• the Company's website - www.allianceresources.com.au In addition, the Company seeks to provide opportunities for shareholders to participate through electronic means. The website includes a feedback mechanism and an option for shareholders to register their e-mail address for direct e-mail updates of company matters. When shareholders, brokers, analysts, the press or other parties are briefed on the Company's activities, the information used in the presentations, if considered to be price sensitive, is released to the ASX and posted on the Company's website. The Board has procedures in place to ensure that all price sensitive information is disclosed to the ASX on a timely basis subject to the permitted exceptions to such disclosure as set out in the ASX listing rules. The Company welcomes questions from shareholders at any time and these are answered promptly unless the information requested is market sensitive and not in the public domain. Also, all announcements made by the Company to the ASX (except disclosures of a routine compliance nature) are posted on the Company's website. The lead external auditor is required by law to attend or be represented at the Annual General Meeting to answer any questions with regard to, inter alia, the conduct of the audit and the preparation and content of the auditor's report.	
	6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Shareholders have a choice of the method in which they receive Annual Reports and notices of meeting and they may elect (by written notice to the Company) to receive such reports and/or notices of meeting by post or electronically. Shareholders who are unable to attend meetings of the Company are encouraged to participate in meetings by	Not applicable.

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		appointing a proxy. Proxy forms may be lodged by shareholders by post, facsimile, or transmission to the electronic address specified in the relevant notice of meeting. Written or verbal questions from shareholders are welcomed and encouraged at meetings of the Company. Time is provided during the meetings for shareholders to ask questions about the Company's activities and directors and the company secretary make themselves available for questions and discussion after the meetings.	
	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.	The Company's Shareholder Communication and Investor Relations Policy includes that all substantive resolutions put to shareholders are decided on a poll, rather than a show of hands. The Company's Shareholder Communication and Investor Relations Policy is available on the Company's website at: www.allianceresources.com.au	Not applicable.
	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.	The Company gives shareholders the option to receive communications from, and send communications to, the Company and its securities registry electronically. Shareholders and other investors are able to register on the Company's website to receive information updates about the Company.	Not applicable.

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AGS Corporate Governance Statement – for the year ended 30 June 2021

Principle No.	Best Practice Recommendation	Compliance	Reason for Non-Compliance
Principle 7: Recognise and manage risk			
	7.1 The Board of a listed entity should 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.	The Company established an Audit & Risk Committee on 5 August 2010. **Committee members:** Members of the Committee at the date of this Statement are: • Mr Tony Lethlean (Chairman) • Mr Ian Gandel • Mr Steve Johnston **Committee Role & Responsibilities:** The role and responsibilities, structure and procedures of the Audit & Risk Committee are set out in the Committee's Charter which has been published on the Company's website at: www.allianceresources.com.au In summary, the function of the Committee is to assist the Board in fulfilling its corporate governance responsibilities with regard to: • business risk management; • compliance with legal and regulatory obligations; • the establishment and maintenance of the internal control framework; • the reliability and integrity of financial information for inclusion in the Company's financial statements; • safeguarding the independence of the external auditor; and • audit, accounting and financial reporting obligations. The Audit & Risk Committee will normally meet at least	Due to the small size of the company the Chairman of the Audit & Risk Committee Mr Tony Lethlean is independent, however, the majority of the Audit & Risk Committee is not independent.

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		three times each financial year. The Committee currently comprises three director members all of whom are non-executive and one of which is an independent director. Standing invitations to attend Audit & Risk Committee meetings have been issued to Mr Kevin Malaxos (Managing Director), Mr Robert Tolliday (Company Secretary) and the Company's External Auditors. The 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 is published in the Annual Report.	
	7.2 The Board or a committee of the Board should: (a) review the Company'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.	The Company has systems in place to enable the identification, assessment and management of its material business risks. Management is responsible for the design and implementation of risk management and internal control systems in relation to material business risks. Management ensures that procedures exist to monitor and review risks and, through observation and audit, gain assurance on at least an annual basis that effective controls are implemented and consistently being applied. The Board reviews the Company's risk profile and risk management and internal control policies and practices on a regular basis. It also receives reports from management on significant changes to the profile and the progress with risk mitigation at each of its Board meetings. The Audit & Risk Committee assists the Board in monitoring the Company's financial and operating risks and completed a risk review at each of its meetings during the reporting period. The Company's Risk Oversight and Management Policy can be accessed at its website at:	Not applicable.

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		www.allianceresources.com.au	
	7.3 A listed entity should disclose if it has an internal audit function, how the function is structured and what role it performs.	The Company does not have an internal audit function. Alliance has adopted systematic processes for the identification, analysis, evaluation, treatment, monitoring and review of the material business risks it faces which are outlined in the Company's Risk Oversight and Management Policy which is aligned to the Australian Standard for risk management. The Company is exposed to numerous risks across its business, most of which are common to the mining industry. Generally risk-specific systems are used in keeping with best practices in the Mining and Resources sector. These approaches to risk management are generally embedded into strategic and operational management and business processes. The Board considers the material business risks the Company faces and the means by which these are managed at its meetings. Financial and reporting risks are considered at first instance by the Audit & Risk Committee with findings then being reported to the Board. At Board meetings, the Managing Director and Company Secretary are required to provide assurance to the Board as to the effectiveness of the systems in place for the management of the material risks. Periodically, the Board and senior managers will undertake a strategic risk assessment workshop to re-assess the Company's material risks and determine whether the current controls are adequate and effective. The Audit & Risk Committee reviews and assesses the adequacy of the Company's internal control and financial management systems and accounting and business policies. The Audit & Risk Committee is given further	Company size does not justify an internal audit function.

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		assurance on the Company's financial management systems through the internal control reviews conducted by External Auditor BDO**.** Reviews of internal controls are conducted in accordance with an audit plan approved by the Audit & Risk Committee. The audit plan is formulated following identification of key risks in the areas of financial and information technology controls, compliance with statutory regulations and policy, fraud prevention and detection plus specific services as directed by the Company to ensure an effective control environment. Management is responsible for implementing corrective actions recommended as a result of the audit reviews. Key findings from audit reviews are reported to the Audit & Risk Committee. The external auditors and the Audit & Risk Committee have direct access to each other and have the necessary access to management and the right to seek information and explanations.	
	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.	The Company conducts exploration for minerals and is currently focused on exploration for gold and base metals in Australia. The Company does not believe that it is exposed to any material environmental or social sustainability risks.	Not applicable.

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AGS Corporate Governance Statement – for the year ended 30 June 2021

Principle No.	Best Practice Recommendation	Compliance	Reason for Non-Compliance
Principle 8: Remunerate fairly and responsibly			
	8.1 The Board of a listed entity should 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.	The Company established a Remuneration Committee on 16 September 2009 which comprises 2 non-executive Directors, one of which is considered an independent director. Mr Lethlean is an independent Chairman **Committee members:** Members of the Committee at the date of this Statement are: • Mr Tony Lethlean (Chairman) • Mr Ian Gandel **Committee Role & Responsibilities:** The role and responsibilities, structure and procedures of the Remuneration Committee are set out in the Committee's charter which has been published on the Company's website at: www.allianceresources.com.au In summary the purpose of the Committee is to provide the board of directors with advice and recommendations which enable the Board to: • set in place remuneration policies which are designed to attract and retain senior managers and directors with the expertise to enhance the performance and growth of the Company; and • ensure that the level and composition of remuneration packages are fair, reasonable and adequate and, in the case of executive directors and senior managers, display a clear relationship	Due to the small size of the company there are only two members on the Remuneration Committee. The Chairman of the Remuneration Committee, Mr Tony Lethlean is independent, however, the majority of the Remuneration Committee is not independent.

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		between the performance of the individual and the performance of the Company. The Remuneration Committee will normally meet once each financial year. The 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 is published in the Annual Report.	
	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.	The structure of non-executive directors' remuneration is clearly distinguished from that of executive directors and senior executives. The Company's remuneration policy and structure is described in detail in the Remuneration Report which forms part of the Directors' Report in the Company's Annual Report. The non-executive directors of the Company are remunerated by way of fixed annual fees (within the aggregate fee limit of $500,000) and may also receive fees for additional other services provided to the Company. The non-executive directors are not provided with retirement benefits (other than statutory superannuation). The senior executives of the Company are remunerated by way of a total salary package (inclusive of statutory superannuation). The Board has taken advice from independent remuneration consultants in setting its remuneration policy and structure and considers the nature and quantum of the remuneration of its directors and executives to be appropriate and reasonable given the circumstances of the Company and individuals concerned (including the responsibilities involved in their respective	Not applicable.

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		offices or employment). Equity-based executive remuneration is made in accordance with thresholds set in plans approved by shareholders. The Company ensures that the payment of equity-based executive remuneration is made in accordance with statutory requirements and thresholds set out in plans approved by shareholders.	
	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.	The Company does not have an equity-based remuneration scheme.	Not applicable.

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