

Corporate Governance Statement

The Company is committed to implementing the highest standards of corporate governance. In determining what those high standards should involve the Company has considered the ASX Corporate Governance Council's *Principles of Good Corporate Governance and Recommendations*.

In line with the above, the Board has set out the way forward for the Company in its implementation of its Principles of Good Corporate Governance and Recommendations. The approach taken by the board was to set a blueprint for the Company to follow as it introduces elements of the governance process. Due to the current size of the Company and the scale of its operations it is neither practical nor economic for the adoption of all of the recommendations approved via the board charter. Where the Company has not adhered to the recommendations it has stated that fact in this Corporate Governance Statement however has set out a mandate for future compliance when the size of the Company and the scale of its operations warrants the introduction of those recommendations. Date of last review and Board approval: 29 September 2020.

Principle / Recommendation	Compliance	Reference	Commentary
Principle 1: Lay solid foundations for management and oversight			
Recommendation 1.1 A listed entity should disclose: <ol style="list-style-type: none"> the respective roles and responsibilities of its board and management; and those matters expressly reserved to the board and those delegated to management. 	Yes	Board Charter & Corporate Code of Conduct, Website	<p>To add value to the Company the Board has been formed so that it has effective composition, size and commitment to adequately discharge its responsibilities and duties. The names of the Directors and their qualifications and experience have been stated in the Directors' Report of the 2020 Annual Report along with the term of office held by each of the Directors. Directors are appointed based on the specific skills required by the Company and on their decision-making and judgment. The Board's role is to govern the Company rather than to manage it. In governing the Company, the Directors must act in the best interests of the Company as a whole. It is the role of senior management to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out those delegated duties.</p> <p>In carrying out its governance role, the main task of the Board is to drive the performance of the Company. The Board must also ensure that the Company complies with all of its contractual, statutory and any other legal obligations, including the requirements of any regulatory body. The Board has the final responsibility for the successful operations of the Company. To assist the Board carry out its functions, it has developed a Code of Conduct to guide the Directors.</p> <p>In general, the Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Company. It is required to do all things that may be necessary to be done in order to carry out the objectives of the Company.</p> <p>Without intending to limit this general role of the Board, the principal functions and responsibilities of the Board include the following.</p>

			<ul style="list-style-type: none"> - <i>Leadership of the Organisation</i>: overseeing the Company and establishing codes that reflect the values of the Company and guide the conduct of the Board. - <i>Strategy Formulation</i>: to set and review the overall strategy and goals for the Company and ensuring that there are policies in place to govern the operation of the Company. - <i>Overseeing Planning Activities</i>: the development of the Company's strategic plan. - <i>Shareholder Liaison</i>: ensuring effective communications with shareholders through an appropriate communications policy and promoting participation at general meetings of the Company as well as ensuring timely and balanced disclosures of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the entity's securities. - <i>Monitoring, Compliance and Risk Management</i>: the development of the Company's risk management, compliance, control and accountability systems and monitoring and directing the financial and operational performance of the Company. - <i>Company Finances</i>: approving expenses and approving and monitoring acquisitions, divestitures and financial and other reporting along with ensuring the integrity of the Company's financial and other reporting. - <i>Human Resources</i>: reviewing the performance of Executive Officers and monitoring the performance of senior management in their implementation of the Company's strategy. - <i>Ensuring the Health, Safety and Well-Being of Employees</i>: in conjunction with the senior management team, developing, overseeing and reviewing the effectiveness of the Company's occupational health and safety systems to ensure the well-being of all employees. - <i>Delegation of Authority</i>: delegating appropriate powers to the Managing Director to ensure the effective day-to-day management of the Company and establishing and determining the powers and functions of the Committees of the Board. - Monitoring the effectiveness of the Company's corporate governance practices. <p>Full details of the Board's and Company Secretary's roles and responsibilities are contained in the Board Charter.</p>
<p>Recommendation 1.2 A listed entity should:</p> <p>a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p>	<p>Yes</p>	<p>Induction Procedure for New Board Appointees, Website</p>	<p>Directors are appointed based on the specific governance skills required by the Company. Given the size of the Company and the business that it operates, the Company aims at all times to have at least one Director with experience appropriate to the Company's operations. The Company's current Directors all have relevant experience in the operations. In addition, Directors should have the relevant blend of personal experience in accounting and financial management and director-level business experience.</p> <p>Each member of the Board is committed to spending sufficient time to enable them to carry out their duties as a Director of the Company.</p> <p>The Board recognises that Board renewal is critical to performance and the impact of Board tenure on</p>

<p>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.</p>			<p>succession planning. Each director other than the Managing Director, must not hold office (without re-election) past the third annual general meeting of the Company following the director's appointment or three years following that director's last election or appointment (whichever is the longer). However, a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the Company. At each annual general meeting a minimum of one director or one third of the total number of directors must resign. A director who retires at an annual general meeting is eligible for re-election at that meeting and re-appointment of directors is not automatic.</p> <p>The Board is responsible for implementing a program to identify, assess and enhance Director competencies. In addition, the Board puts in place succession plans to ensure an appropriate mix of skills, experience, expertise and diversity are maintained on the Board.</p>
<p><u>Recommendation 1.3</u> A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>Yes</p>	<p>Kept at registered office</p>	<p>The Company has entered into an agreement with each director setting out the terms of their appointment.</p> <p>Each director has a written agreement with the Company that covers all aspects of their appointment including term, time commitment required, remuneration, disclosure of interests that may affect independence, guidance on complying with the Company's corporate governance policies and the right to seek independent advice, indemnity and insurance arrangements, rights of access to the Company's information and ongoing confidentiality obligations.</p> <p>Each member of the Board is committed to spending sufficient time to enable them to carry out their duties as a Director of the Company.</p>
<p><u>Recommendation 1.4</u> The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>Yes</p>	<p>Board Charter, Website</p>	<p>The Company Secretary works closely with the Board Chairman but is also available to each Board Member and each Board Member available to the Company Secretary.</p> <p>The Company Secretary is accountable to the Board. The Board relies on the Company Secretary for guidance on governance matters, monitoring of board policies, preparation of board papers and any other matters required by the Board.</p> <p>The duties provided by the Company Secretary are detailed in the agreement between the company and Mining Corporate Pty Ltd, the company providing company secretarial services.</p> <p>Full details of the Board and Company Secretary roles and responsibilities are contained in the Board Charter.</p>

<p>Recommendation 1.5 A listed entity should:</p> <ul style="list-style-type: none"> a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; b) disclose that policy or a summary of it; and c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either: <ul style="list-style-type: none"> 1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or 	<p>Partial</p>	<p>Diversity Policy, Website</p>	<p>The Company recognises and respects the value of diversity at all levels of the organisation. The Board is committed to setting measurable objectives for attracting and engaging women at the board level, in senior management and across the whole organisation.</p> <p>The Diversity Policy is available on the Company's website.</p> <p>The Company has not set measurable objectives for gender diversity, but nevertheless recognises the benefits of gender diversity and has a commitment to address the current imbalance at the appropriate time.</p> <p>The Company recognises that diversity extends to matters of age, disability, ethnicity, marital/family status, religious/cultural background and sexual orientation. Where possible, the Company will seek to identify suitable candidates for positions from a diverse pool.</p>
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<p>2) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.</p>			
<p><u>Recommendation 1.6:</u> A listed entity should:</p> <p>a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Yes</p>	<p>Remuneration & Nomination Committee Charter, Website</p>	<p>The Board is responsible for evaluating the performance of the Company’s senior executives in accordance with the process disclosed in the Company’s Process for Performance Evaluations.</p> <p>The Chair is responsible for evaluating the performance of the Company’s Managing Director / Chief Executive Officer in accordance with the process disclosed in the Company’s Process for Performance Evaluations, which is disclosed in the Remuneration Nomination Charter.</p> <p>During the financial year an evaluation of the performance of the Board and its members was not formally carried out. However, a general review of the Board and executives occurs on an on-going basis to ensure that structures suitable to the Company’s status as a listed entity are in place</p>
<p><u>Recommendation 1.7:</u> A listed entity should:</p> <p>a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Yes</p>	<p>Remuneration & Nomination Committee Charter, Website</p>	<p>It is the policy of the Board to conduct evaluation of individuals’ performance. The objective of this evaluation is to provide best practice corporate governance to the Company. During the financial year an evaluation of the performance of the individuals was not formally carried out. However, a general review of the individuals occurs on an on-going basis to ensure that structures suitable to the Company’s status as a listed entity are in place.</p>

Principle 2: Structure the board to add value			
<p><u>Recommendation 2.1</u> The board of a listed entity should:</p> <p>a) have a nomination committee which:</p> <ol style="list-style-type: none"> 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, and disclose: 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 <p>b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence</p>	<p>No</p>	<p>Remuneration & Nomination Committee Charter, Website</p>	<p>The full Board performs the role of Nomination Committee. The role of a Nomination Committee is to help achieve a structured Board that adds value to the Company by ensuring an appropriate mix of skills are present in Directors on the Board at all times.</p> <p>The responsibilities of a Nomination Committee would include devising criteria for Board membership, regularly reviewing the need for various skills and experience on the Board and identifying specific individuals for nomination as Directors for review by the Board. The Nomination Committee also oversees management succession plans including the Executive Director and his/her direct reports and evaluate the Board's performance and make recommendations for the appointment and removal of Directors. Matters such as remuneration, expectations, terms, the procedures for dealing with conflicts of interest and the availability of independent professional advice are clearly understood by all Directors, who are experienced public company Directors. The Board collectively and each Director has the right to seek independent professional advice at the Company's expense, to assist them to carry out their responsibilities.</p> <p>When the Board meets as a remuneration and nomination committee, it carries out those functions which are delegated to it in the Company's Remuneration Nomination Charter. Items that are usually required to be discussed by a Remuneration Nomination Committee are marked as separate agenda items at Board meetings when required.</p> <p>The Board has adopted a Remuneration Nomination Charter which describes the role, composition, functions and responsibilities of a Nomination Committee.</p>

<p>and diversity to enable it to discharge its duties and responsibilities effectively.</p>			
<p><u>Recommendation 2.2</u> 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.</p>	<p>Yes</p>	<p>Kept at registered office</p>	<p>The skill areas of the board are relevant to the current operations of the company and collectively include project management; mining; geology; CEO/COO/MD experience; corporate governance; risk management strategy; accounting and finance; human resources, health & safety; land access; and community development.</p> <p>The Company has reviewed the skill set of its Board to determine where the skills lie and any relevant gaps in skills shortages.</p> <p>The Company will continue to reassess for any skills gaps on an ongoing basis and address them through the identification of suitable candidates and professional development.</p>
<p><u>Recommendation 2.3</u> A listed entity should disclose:</p> <ol style="list-style-type: none"> 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, association or relationship in question and an explanation of why the board is of that opinion; and c) the length of service of each director. 	<p>Yes</p>	<p>Board Charter, Website</p>	<p>The Company recognises the importance of Non-Executive Directors and the external perspective and advice that Non-Executive Directors can offer. An Independent Director:</p> <ol style="list-style-type: none"> 1. is a Non-Executive Director, and; 2. within the last three years has not been employed in an executive capacity by the Company or another group member, or been a Director after ceasing to hold any such employment; 3. within the last three years has not been a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided; 4. is not a material supplier or customer of the Company or another group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer; 5. is not a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company; 6. has no material contractual relationship with the Company or other group member other than as a Director of the Company; 7. is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company; 8. is free from any close family ties with any person who falls within the categories described above; and 9. has not served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company. <p>The Company considers that Simon Peters, Alistair Williams (until his resignation date of 5 August 2019) and Kim Robinson (since the date of his appointment on 1 April 2020) are the independent directors. Gerard King has served on the Board since 4 November 1985 until 1 April 2020 and is not considered to be an independent director.</p>

			<p>Cameron McLean is not considered to be an independent director due to this capacity as a Managing Director. Simon Coxhell (since the date of his appointment on 1 April 2020) is not considered to be an independent director due to his capacity as a Technical Director.</p> <p>The length of service of each board member is:</p> <ol style="list-style-type: none"> 1. Gerard King (<i>appointed 4 November 1985; resigned 1 April 2020</i>) 2. Cameron McLean (<i>appointed 12 October 2018</i>) 3. Simon Peters (<i>appointed 6 December 2017</i>) 4. Alistair Williams (<i>appointed 12 October 2018; resigned 5 August 2019</i>) 5. Kim Robinson (<i>appointed 1 April 2020</i>) 6. Simon Coxhell (<i>appointed 1 April 2020</i>).
<p>Recommendation 2.4 A majority of the board of a listed entity should be independent directors.</p>	Yes	N/A	<p>The Board currently comprises a total of 4 directors, of whom 2 are independent. As such, independent directors are not currently in the majority.</p> <p>The Board does not currently consider an independent majority of the Board to be appropriate given the nature and size of the Company and the related party/vendor stake of some directors.</p> <p>The Company will keep this principle under review and will change over time as required.</p>
<p>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.</p>	Yes	N/A	<p>The current Chairman of the Board is Kim Robinson, who is an independent director and is not the CEO.</p>
<p>Recommendation 2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	Yes	Director Induction Program (Internal documents) and Induction Procedure for New Board Appointees, Website	<p>It is the policy of the Company that each new Director undergoes an induction process in which they are given a full briefing on the Company. Where possible this includes meetings with key executives, tours of the premises, an induction package and presentations. Information conveyed to new Directors include:</p> <ul style="list-style-type: none"> • details of the roles and responsibilities of a Director; • formal policies on Director appointment as well as conduct and contribution expectations; • a copy of the Corporate Governance Statement, Charters, Policies and Memos and • a copy of the Constitution of the Company. <p>In order to achieve continuing improvement in Board performance, all Directors are encouraged to undergo continual professional development.</p>

Principle 3: Act ethically and responsibly			
<u>Recommendation 3.1</u> A listed entity should: <ol style="list-style-type: none"> a) have a code of conduct for its directors, senior executives and employees; and b) disclose that code or a summary of it. 	Yes	Code of Conduct, Website	As part of its commitment to recognising the legitimate interests of stakeholders, the Company has established a Code of Conduct to guide compliance with legal and other obligations to legitimate stakeholders. These stakeholders include employees, clients, customers, government authorities, creditors and the community as whole. A copy of the Code of Conduct is published on the Company's website.
Principle 4: Safeguard integrity in corporate reporting			
<u>Recommendation 4.1</u> The board of a listed entity should: (a) have an audit committee which: <ol style="list-style-type: none"> 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; 	No	Audit and Risk Management Committee Charter, Website	Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Audit Committee. Accordingly, the Board performs the role of Audit Committee. Items that are usually required to be discussed by an Audit Committee are discussed at a separate meeting when required. When the Board convenes as the Audit Committee it carries out those functions which are delegated to it in the Company's Audit Committee Charter. The Board deals with any conflicts of interest that may occur when convening in the capacity of the Audit Committee by ensuring that the Director with conflicting interests is not party to the relevant discussions. To assist the Board to fulfil its function as the Audit Committee, the Company has adopted an Audit Committee Charter which describes the role, composition, functions and responsibilities of the Audit Committee. All of the Directors consider themselves to be financially literate and possess relevant industry experience. The Company has established procedures for the selection, appointment and rotation of its external auditor. The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises, as recommended by the Audit Committee (or its equivalent). Candidates for the position of external auditor must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the Audit Committee (or its equivalent) and any recommendations are made to the Board.

<p>4) the relevant qualifications and 5) experience of the members of the committee; and 6) 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.</p>			
<p><u>Recommendation 4.2</u> 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</p>	<p>Yes</p>	<p>Kept at Company Secretary's office</p>	<p>The Chairman and Company Secretary (assuming the role of CFO) provide a declaration to the Board in accordance with section 295A of the Corporations Act for each financial report and assure the Board that such declaration is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.</p>

<p>appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>			
<p><u>Recommendation 4.3</u> A 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.</p>	<p>Yes</p>	<p>AGM</p>	<p>In accordance with Section 250RA for the Corporations Act 2001, the external auditor is required to attend every AGM for the purpose of answering questions from security holders relevant to the audit. The Company is audited by William Buck.</p>
<p>Principle 5: Make timely and balanced disclosure</p>			
<p><u>Recommendation 5.1</u> A listed entity should: a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and b) disclose that policy or a summary of it.</p>	<p>Yes</p>	<p>Continuous Disclosure Policy, Website</p>	<p>The Company is committed to:</p> <ul style="list-style-type: none"> (a) ensuring that shareholders and the market are provided with full and timely information about its activities; (b) complying with the continuous disclosure obligations contained in the Listing Rules and the applicable sections of the Corporations Act; and (c) providing equal opportunity for all stakeholders to receive externally available information issued by the Company in a timely manner. <p>The Company has adopted a Continuous Disclosure Policy. The Continuous Disclosure Policy sets out policies and procedures for the Company's compliance with its continuous disclosure obligations under the ASX Listing Rules, and addresses financial markets communication, media contact and continuous disclosure issues. It forms part of the Company's corporate policies and procedures and is available to all staff.</p> <p>The Company Secretary manages the policy. The policy will develop over time as best practice and regulations change and the Company Secretary is responsible for communicating any amendments. This policy is reviewed by the Board annually.</p>

Principle 6: Respect the rights of security holders			
<p><u>Recommendation 6.1</u> A listed entity should provide information about itself and its governance to investors via its website.</p>	Yes	Website	<p>The Company's website includes the following:</p> <ul style="list-style-type: none"> • Corporate Governance policies, procedures, charters, programs, assessments, codes and frameworks • Names and biographical details of each of its directors and senior executives • ASX announcements • Copies of notices of meetings of security holders • Media releases • Overview of the Company's current business, structure and history • Details of upcoming meetings of security holders • Summary of the terms of the securities on issue • Historical market price information of the securities on issue • Contact details for the share registry and media enquiries
<p><u>Recommendation 6.2</u> A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	Yes	Continuous Disclosure Policy and Privacy Policy, Website	<p>The Company respects the rights of its shareholders and to facilitate the effective exercise of those rights the Company is committed to:</p> <ul style="list-style-type: none"> • communicating effectively with shareholders through releases to the market via ASX, information mailed to shareholders and the general meetings of the Company; • giving shareholders ready access to balanced and understandable information about the Company and corporate proposals; • requesting the external auditor to attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report of future Annual Reports. <p>The Company also makes available a telephone number and email address for shareholders to make enquiries of the Company.</p>
<p><u>Recommendation 6.3</u> A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	Yes	Continuous Disclosure Policy and Privacy Policy, Website	<p>The Company respects the rights of its shareholders and to facilitate the effective exercise of those rights the Company is committed to making it easy for shareholders to participate in general meetings of the Company and ensuring the attendance of the external auditor at the annual general meeting to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.</p>
<p><u>Recommendation 6.4</u> A listed entity should give security holders the option to receive communications from and send</p>	Yes	Continuous Disclosure Policy and Privacy Policy, Website	<p>All new shareholders receive correspondence which allows them to elect to receive communications electronically. An election form is also sent to all shareholders periodically.</p> <p>Additionally, a shareholder can, at any time, contact Company's share registrars to make this election.</p>

communications to, the entity and its security registry electronically.			
Principle 7: Recognise and manage risk			
<p><u>Recommendation 7.1</u> The board of a listed entity should:</p> <p>a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> 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 <p>b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for</p>	No	Audit and Risk Management Committee Charter, Website	<p>The Board has not established a separate Risk Committee, and therefore it is not structured in accordance with Recommendation 7.1. Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Risk Committee. Accordingly, the Board performs the role of Risk Committee. Items that are usually required to be discussed by a Risk Committee are discussed at a separate meeting when required. The Board deals with any conflicts of interest that may occur when convening in the capacity of the Risk Committee by ensuring that the Director with conflicting interests is not party to the relevant discussions.</p> <p>The Board as a whole did not meet as the Risk Committee during the year. Risk identification and risk management discussions occurred during the year. The Board has adopted an Audit and Risk Committee Charter which describes the role, composition, functions and responsibilities of the Audit and Risk Committee. Responsibility and control of risk management is delegated to the appropriate level of management within the Company with the Chief Executive Officer having ultimate responsibility to the Board for the risk management and control framework.</p> <p>The risk management system covers:</p> <ol style="list-style-type: none"> (a) operational risk; (b) financial reporting; (c) compliance / regulations; and (d) system / IT process risk. <p>A risk management model is to be developed and will provide a framework for systematically understanding and identifying the types of business risks threatening the Company as a whole, or specific business activities within the Company.</p>

overseeing the entity's risk management framework.			
<p><u>Recommendation 7.2</u> The board or a committee of the board should:</p> <p>a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>b) disclose, in relation to each reporting period, whether such a review has taken place.</p> <p>c)</p>	Yes	Audit and Risk Management Committee Charter, Website	<p>The Board as a whole is responsible for the oversight of the Company's risk management and control framework. The objectives of the Company's Risk Management Strategy are to:</p> <ul style="list-style-type: none"> • identify risks to the Company; • balance risk to reward; • ensure regulatory compliance is achieved; and • ensure senior executives, the Board and investors understand the risk profile of the Company. <p>The Board monitors risk through various arrangements including:</p> <ul style="list-style-type: none"> • regular Board meetings; • share price monitoring; • market monitoring; and • regular review of financial position and operations.
<p><u>Recommendation 7.3</u> A listed entity should disclose:</p> <p>a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p> <p>c)</p>	No	Audit and Risk Management Committee Charter, Website	<p>The Company does not currently have an internal audit function. The Board performs the role of Audit Committee in accordance with the Audit and Risk Committee Charter.</p> <p>Due to the nature and size of the Company's operations, and the Company's ability to derive substantially all of the benefits of an independent internal audit function, the expense of an independent internal auditor is not considered to be appropriate.</p>
<p><u>Recommendation 7.4</u> A listed entity should disclose whether it has any material exposure to economic, environmental and social</p>	Yes	Corporate Governance Statement	The Company has considered its economic, environmental and social sustainability risks and has concluded that it is subject to material economic, environmental and social sustainability risks.

sustainability risks and, if it does, how it manages or intends to manage those risks.			
Principle 8: Remunerate fairly and responsibly			
<p><u>Recommendation 8.1</u> The board of a listed entity should:</p> <p>a) have a remuneration committee which:</p> <ol style="list-style-type: none"> 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, and disclose: 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 <p>b) if it does not have a remuneration committee, disclose that fact and the processes it employs for</p>	No	Remuneration and Nomination Committee Charter, Website	<p>Due to the size of the Board, the Company does not have a separate remuneration committee. The roles and responsibilities of a remuneration committee are currently undertaken by the Board.</p> <p>When the Board convenes it carries out those functions which are delegated to it in the Company's Remuneration Committee Charter.</p> <p>Remuneration of Non-Executive Directors must comply with ASX Listing Rules, including that:</p> <ul style="list-style-type: none"> • fees payable to Non-Executive Directors must be by way of a fixed sum, and not by way of commission on or a percentage of profits or operating revenue; • the remuneration payable to Executive Directors must not include a commission on or percentage of operating revenue; and • the total fees payable to Directors must not be increased without the prior approval of members in general meeting. <p>Remuneration of Executive Directors must comply with the ASX Listing Rules and the terms of any agreement entered into. The Board may fix the remuneration of each Executive Director which comprise salary or commission on or participation in profits of the Company.</p>

<p>setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>			
<p><u>Recommendation 8.2</u> A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>Yes</p>	<p>Remuneration Report</p>	<p>Details of the Company's policies on remuneration are set out in the Company's "Remuneration Report (Audited)" in each Annual Report published by the Company. This disclosure includes a summary of the Company's policies regarding the deferral of performance-based remuneration and the reduction, cancellation or claw-back of the performance-based remuneration in the event of serious misconduct or a material misstatement in the Company's financial statements.</p>
<p><u>Recommendation 8.3</u> A listed entity which has an equity-based remuneration scheme should:</p> <p>a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>b) disclose that policy or a summary of it.</p>	<p>Yes</p>	<p>Remuneration Report</p>	<p>In accordance with ASX Listing Rule 12.9, the Company has adopted a trading policy which sets out the following information:</p> <p>(a) closed periods in which directors, employees and contractors of the Company must not deal in the Company's securities;</p> <p>(b) trading in the Company's securities which is not subject to the Company's trading policy; and</p> <p>(c) the procedures for obtaining written clearance for trading in exceptional circumstances.</p> <p>The Company's Security Trading Policy is available on the Company's website.</p>