

RAGNAR METALS LIMITED - CORPORATE GOVERNANCE STATEMENT

This Corporate Governance summary discloses the extent to which Ragnar Metals Limited (**Company**) will follow the recommendations set by the ASX Corporate Governance Council in its publication 'Corporate Governance Principles and Recommendations (4th Edition)' (**Recommendations**). The Recommendations are not mandatory, however, the Recommendations that will not be followed have been identified and reasons have been provided for not following them along with what (if any) alternative governance practices the Company intends to adopt in lieu of the Recommendation.

The Company has adopted the following suite of corporate governance policies and procedures (together, the **Corporate Governance Policies**):

- Board Charter;
- Code of Conduct;
- Statement of Values;
- Continuous Disclosure Policy;
- Audit and Risk Management Committee Charter;
- Remuneration and Nomination Committee Charter;
- Risk Management Policy;
- Securities Trading Policy;
- Diversity Policy;
- Shareholder Communications Policy;
- Anti-Bribery and Corruption Policy;
- Privacy Policy; and
- Whistleblower Protection Policy.

The Company's Corporate Governance Policies are available on the Company's website at www.ragnarmetals.com.au/corporate-governance.

Due to the current size and nature of the existing Board and the magnitude of the Company's operations, the Board does not consider that the Company will gain any benefit from individual Board committees. Under the Company's Board Charter, the duties that would ordinarily be assigned to individual committees are currently carried out by the full Board under the written terms of reference for those committees.

This Corporate Governance Statement is current as at 27 September 2024 and has been approved by the Board of the Company.

Recommendations	Comply	Explanation
Principle 1: Lay solid foundations for management and oversight		
<p>Recommendation 1.1 A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	Complying	<p>The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management.</p> <p>The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman, CEO/Managing Director, and Company Secretary, the establishment, operation and management of Board Committees, Director's access to company records and information, details of the Board's relationship with management, details of the Board's performance review, and details of the Board's disclosure policy.</p> <p>The Board Charter sets out the responsibilities of the CEO/Managing Director. The Company has not appointed a CEO/Managing Director at this stage. Until an appointment is made for that role, the relevant responsibilities will continue to be managed collectively by the Board.</p> <p>A copy of the Company's Board Charter is available on the Company's website.</p>

Recommendations	Comply	Explanation
<p>Recommendation 1.2 A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</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>	Complying	<p>(a) The Company has detailed guidelines for the appointment and selection of the Board and senior executives in its Corporate Governance Plan. The Company's Board Charter requires the Company to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history) are undertaken before appointing a director or senior executive or putting someone forward for election as a director.</p> <p>(b) Under the Board Charter, all material information in the Company's possession which is relevant to any decision on whether to elect or re-elect a director will be provided to security holders. The Company will include this information in the notice of meeting containing the resolution to elect or re-elect the director. In the case of candidates standing for re-election, the candidate's experience and qualifications are also disclosed on the Company's website and in its annual reports.</p>
<p>Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Complying	<p>The Company's Remuneration and Nomination Committee Charter requires the Remuneration and Nomination Committee (or, in its absence, the Board) to ensure that each director and senior executive is a party to a written agreement with the Company which sets out the terms of that director's or senior executive's appointment.</p> <p>The Company has written agreements in place with each of its directors and senior executives.</p>
<p>Recommendation 1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	Complying	<p>The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p>
<p>Recommendation 1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(i) the measurable objectives set for that period to achieve gender diversity;</p> <p>(ii) the entity's progress towards achieving those objectives; and</p> <p>(iii) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under the Act.</p> <p>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.</p>	Part-Compliant	<p>(a) The Company has adopted a Diversity Policy which provides a framework for the Company to establish and achieve measurable diversity objectives, including in respect of gender diversity. The Diversity Policy allows the Board to set measurable gender diversity objectives, if considered appropriate, and to assess annually both the objectives, if any have been set, and the Company's progress in achieving them. The Diversity Policy is available on the Company's website.</p> <p>(b) The Company's Diversity Policy provides that the Board is responsible for developing appropriate and meaningful strategies to meet gender diversity objectives in the composition of the Company's senior executive team and workforce generally, as well as in the composition of the Board. The Diversity Policy requires the Board to <i>consider setting</i> measurable gender diversity objectives in the composition of its board, senior executives and workforce generally.</p> <p>The Company's Diversity Policy provides that the Board will include in the Annual Report each year the measurable objectives, if any, set by the Board, progress against these objectives, and the proportions of men and women employees in the whole organisation, at senior executive level and at Board level.</p> <p>The Board has not set measurable objectives for achieving gender diversity. At this stage in the Company's development, the Board does not consider it practicable to set measurable gender diversity objectives. In the event that the Company's employee numbers grow to a level where it becomes practical, the Board will reconsider setting measurable objectives as required by the Diversity Policy.</p>

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<p>Recommendation 1.6 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 for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Complying	<p>(a) The Company's Remuneration and Nomination Committee (or, in its absence, the Board) is responsible for undertaking a performance evaluation of the Board, its Committees and individual directors on an annual basis. It may do so with the aid of an independent advisor. The process for this is set out in the Company's Remuneration and Nomination Committee Charter which is available on the Company's website.</p> <p>(b) The Company's Remuneration and Nomination Committee Charter provides that the Company must disclose in its Annual Report or Corporate Governance Statement each year whether those performance evaluations were conducted during that reporting period.</p> <p>The Company undertakes ongoing and informal performance evaluations in respect of the Board and individual directors in accordance with the review process outlined in the Remuneration and Nomination Committee Charter.</p>
<p>Recommendation 1.7 A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that the process during or in respect of that period.</p>	Complying	<p>(a) The Company's Remuneration and Nomination Committee (or, in its absence, the Board) is responsible for arranging a performance evaluation of senior executives on an annual basis. To assist in this process an independent advisor may be used. The applicable process for these evaluations can be found in the Company's Remuneration and Nomination Committee Charter, which is available on the Company's website.</p> <p>(b) The Company's Remuneration and Nomination Committee Charter provides that the Company must disclose whether performance evaluations were conducted during that reporting period. The Company intends to complete performance evaluations in respect of the senior executives (if any) for each financial year in accordance with the review process outlined in the Remuneration and Nomination Committee Charter. There are currently no senior executives employed by the Company.</p>
Principle 2: Structure the board to add value		
<p>Recommendation 2.1 The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a 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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.</p>	Complying	<p>(a) The Company does not currently have a Nomination Committee. The Company's Remuneration and Nomination Committee Charter provides for the creation of a Remuneration and Nomination Committee (if considered it will benefit the Company), a majority of whom are to be independent directors, and which must be chaired by an independent director.</p> <p>(b) Due to the size and nature of the existing Board and the magnitude of the Company's operations, the Board considers the Company will not currently benefit from the establishment of a Nomination Committee. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee under the Remuneration and Nomination Committee Charter. The Board considers that it can deal efficiently and effectively with board composition and succession issues without establishing a separate Nomination Committee.</p> <p>The duties of the Nomination Committee are outlined in the Company's Remuneration and Nomination Committee Charter, which is available on the Company's website.</p> <p>The Board devotes time at board meetings to discuss board succession issues. All members of the Board are involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.</p> <p>The Board reviews and updates the Company's board skills matrix on an annual basis (in accordance with Recommendation 2.2) to assess the appropriate balance of skills, experience, independence and knowledge of the entity.</p>

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<p>Recommendation 2.2 A listed entity should have and disclose a board skill matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	Complying	<table border="1" data-bbox="869 226 1468 786"> <thead> <tr> <th data-bbox="869 226 1252 286">Board Skills Matrix</th> <th data-bbox="1252 226 1468 286">Number of Directors that Meet the Skill</th> </tr> </thead> <tbody> <tr><td data-bbox="869 286 1252 315">Executive & Non- Executive experience</td><td data-bbox="1252 286 1468 315">3</td></tr> <tr><td data-bbox="869 315 1252 344">Industry experience & knowledge</td><td data-bbox="1252 315 1468 344">3</td></tr> <tr><td data-bbox="869 344 1252 374">Leadership</td><td data-bbox="1252 344 1468 374">3</td></tr> <tr><td data-bbox="869 374 1252 403">Corporate governance & risk management</td><td data-bbox="1252 374 1468 403">3</td></tr> <tr><td data-bbox="869 403 1252 432">Strategic thinking</td><td data-bbox="1252 403 1468 432">3</td></tr> <tr><td data-bbox="869 432 1252 461">Desired behavioural competencies</td><td data-bbox="1252 432 1468 461">3</td></tr> <tr><td data-bbox="869 461 1252 490">Geographic experience</td><td data-bbox="1252 461 1468 490">3</td></tr> <tr><td data-bbox="869 490 1252 519">Capital Markets experience</td><td data-bbox="1252 490 1468 519">3</td></tr> <tr><td data-bbox="869 519 1252 548">Subject matter expertise:</td><td data-bbox="1252 519 1468 548"></td></tr> <tr><td data-bbox="869 548 1252 577">- accounting</td><td data-bbox="1252 548 1468 577">3</td></tr> <tr><td data-bbox="869 577 1252 607">- capital management</td><td data-bbox="1252 577 1468 607">3</td></tr> <tr><td data-bbox="869 607 1252 636">- corporate financing</td><td data-bbox="1252 607 1468 636">3</td></tr> <tr><td data-bbox="869 636 1252 665">- industry taxation ¹</td><td data-bbox="1252 636 1468 665">1</td></tr> <tr><td data-bbox="869 665 1252 694">- risk management</td><td data-bbox="1252 665 1468 694">3</td></tr> <tr><td data-bbox="869 694 1252 723">- legal</td><td data-bbox="1252 694 1468 723">2</td></tr> <tr><td data-bbox="869 723 1252 752">- IT expertise ²</td><td data-bbox="1252 723 1468 752">1</td></tr> </tbody> </table> <p data-bbox="869 786 1468 835">(1) Skill gap noticed however an external taxation firm is employed to maintain taxation requirements.</p> <p data-bbox="869 835 1468 884">(2) Skill gap noticed however an external IT firm is employed on an ad hoc basis to maintain IT requirements.</p> <p data-bbox="869 902 1468 952">A profile of each director setting out their experience and expertise is set out in the Directors' Report of the Company's 2024 Annual Report.</p>	Board Skills Matrix	Number of Directors that Meet the Skill	Executive & Non- Executive experience	3	Industry experience & knowledge	3	Leadership	3	Corporate governance & risk management	3	Strategic thinking	3	Desired behavioural competencies	3	Geographic experience	3	Capital Markets experience	3	Subject matter expertise:		- accounting	3	- capital management	3	- corporate financing	3	- industry taxation ¹	1	- risk management	3	- legal	2	- IT expertise ²	1
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<p>Recommendation 2.3 A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Complying	<p>(a) The Board Charter provides for the disclosure of the names of directors considered by the Board to be independent. These details are provided in the Annual Reports which can be found on the Company's website. The Board considers that all current directors are independent, other than Mr King who has an Executive Director role.</p> <p>(b) The Board Charter requires directors to disclose their interest, positions, associations and relationships and requires that the independence of Directors is regularly assessed by the Board in light of the interests disclosed by directors. Details of the directors' interests, positions, associations and relationships are provided in the Annual Reports which is available on the Company's website.</p> <p>(c) The Company's Annual Report will disclose the length of service of each director, as at the end of each financial year.</p>																																		
<p>Recommendation 2.4 A majority of the board of a listed entity should be independent directors.</p>	Complying	The Board Charter requires that, where practical, the majority of the Board should be independent. Two of the three current directors are independent directors. As such, the majority of the Board are currently independent. Details of each Director's independence are provided in the Annual Reports which are available on the Company's website.																																		
<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>	Complying	The Board Charter provides that, where practical, the Chair of the Board should be an independent director and should not be the CEO/Managing Director. The non-executive Chair of the Board is Mr Steven Formica. Mr Formica is considered to be an independent director and he is not the CEO/Managing Director.																																		
<p>Recommendation 2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing director to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</p>	Complying	The Board Charter states that a specific responsibility of the Board is to procure appropriate professional development opportunities for directors. The Board is responsible for the approval and review of induction and continuing professional development programs and procedures for directors to ensure that they can effectively discharge their responsibilities.																																		

Recommendations	Comply	Explanation
Principle 3: Act ethically and responsibly		
Recommendation 3.1 A listed entity should articulate and disclose its values.	Complying	The Company has disclosed its values and purpose and this Statement of Values is available on the Company's website.
Recommendation 3.2 A listed entity should: <ul style="list-style-type: none"> (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. 	Complying	<ul style="list-style-type: none"> (a) The Company's Code of Conduct applies to the Company's directors, senior executives, employees, contractors and consultants. (b) The Code of Conduct provides that staff are obliged to report any observed violations of the Code to the Company Secretary or the Chairman. The Code also provides that the directors must ensure that any reported breaches of the Code undergo thorough investigation and that appropriate actions are taken. The Code of Conduct is available on the Company's website.
Recommendation 3.3 A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a Whistleblower policy; and (b) ensure that the board or a committee of a board is informed of any material incidents reported under that policy. 	Complying	The Company has adopted a Whistleblower Protection Policy which has been developed to encourage the disclosure of wrongdoing or concerns of wrongdoing within the Company Group. This policy has been prepared having regard to the ASX Corporate Governance Principles & Recommendations and a copy of this policy is available on the Company's website. The policy provides that any reports made will be thoroughly investigated and the Whistleblower Investigation Officers will report any material incidents in a confidential manner to the Board or the Audit and Risk Committee (if established).
Recommendation 3.4 A listed entity should: <ul style="list-style-type: none"> (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. 	Complying	The Company has adopted an Anti-Bribery and Corruption Policy which applies to anyone who is employed by or works with the Company. The Audit & Risk Committee (or in its absence, the Board) monitors and reviews the financial records and gift registers and will be informed of any material breaches of the policy.
Principle 4: Safeguard integrity in financial reporting		
Recommendation 4.1 The board of a listed entity should: <ul style="list-style-type: none"> (a) have an audit committee which: <ul style="list-style-type: none"> (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board, and disclose: <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) 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 financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner. 	Complying	<ul style="list-style-type: none"> (a) The Company does not currently have an Audit Committee. The Company has adopted an Audit and Risk Management Committee Charter that provides for the creation of an Audit and Risk Committee (if it is considered it will benefit the Company), with at least three members, all of whom must be independent directors, and which must be chaired by an independent director. At this stage of the Company's development, the full Board will assume the role of the Audit and Risk Committee. (b) Due to the size and nature of the existing Board and the magnitude of the Company's operations the Company currently has no Audit Committee. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit Committee under the Audit and Risk Management Committee Charter. This includes the following processes to independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner: <ul style="list-style-type: none"> (i) the Board will devote time at Board meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors; and (ii) all members of the Board will be involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting.

Recommendations	Comply	Explanation
<p>Recommendation 4.2</p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Complying	The Company's Audit and Risk Management Committee Charter requires the Board to ensure that before approving the entity's financial statements for a financial period, the CEO and CFO (where appointed, or the persons acting in the capacity for the Company's CEO/Managing Director and CFO), have declared that in their opinion the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.
<p>Recommendation 4.3</p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	Complying	The Company's Audit and Risk Management Committee Charter provides for the review of any periodic corporate reports (including annual directors' reports, quarterly activity reports, quarterly cashflow reports, and sustainability reports) to ensure that such reports are balanced, materially accurate, and provide investors with appropriate information.
Principle 5: Make timely and balanced disclosure		
<p>Recommendation 5.1</p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	Complying	The Company has adopted a Continuous Disclosure Policy which sets out the processes the Company follows to comply with its continuous disclosure obligations under the ASX Listing Rules and other relevant legislation. The policy is available on the Company's website.
<p>Recommendation 5.2</p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	Complying	The Company Secretary is responsible for distributing all material market announcements electronically to the Board promptly after they have been made. Each director has been set up to receive automated confirmation of release of all announcements directly from the ASX Market Announcements Platform at the time of release to the market.
<p>Recommendation 5.3</p> <p>A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</p>	Complying	All slides and presentations used for briefings and analyst presentations are released and uploaded to ASX Market Announcements Platform prior to the briefing taking place. Further details are set out in the Company's Continuous Disclosure Policy.
Principle 6: Respect the rights of security holders		
<p>Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	Complying	Information about the Company and its governance is available on the Company's website. The Company's Corporate Governance Policies and Charters are included in a dedicated Corporate Governance area on the Company website.
<p>Recommendation 6.2</p> <p>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	Complying	The Company has adopted a Shareholder Communications Policy which aims to promote and facilitate effective two-way communication with investors. This policy outlines a range of ways in which information is communicated to shareholders, and by which shareholders can make contact with the Company to request information or bring their concerns to the attention of the Company.
<p>Recommendation 6.3</p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	Complying	Shareholders are encouraged to participate at all general meetings of the Company. The Shareholder Communication Policy includes provisions focussed on shareholder meetings, including for shareholders to be provided a reasonable opportunity to ask questions of the Board at shareholder meetings, and for the submission of written questions prior to the meeting by shareholders unable to attend the AGM.
<p>Recommendation 6.4</p> <p>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	Complying	All substantive resolutions at shareholder meetings are decided by a poll, rather than by a show of hands.
<p>Recommendation 6.5</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	Complying	The Shareholder Communications Policy states that as a part of the Company's developing investor relations program, Shareholders can register with the Company via the website to receive email notifications when a price sensitive announcement is made by the Company to the ASX. Shareholders are encouraged to register their emails with the share registry to receive all communications via electronic means. Shareholder queries should be referred to the Company Secretary in the first instance.

Recommendations	Comply	Explanation
Principle 7: Recognise and manage risk		
<p>Recommendation 7.1 The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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 process it employs for overseeing the entity's risk management framework.</p>	Complying	<p>(a) The Company does not currently have an Audit and Risk Committee. The Company has adopted an Audit and Risk Management Committee Charter that provides for the creation of an Audit and Risk Committee (if it is considered it will benefit the Company), with at least three members, all of whom must be independent directors, and which must be chaired by an independent director. At this stage of the Company's development, the full board will assume the role of the Audit and Risk Committee.</p> <p>(b) In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Risk Committee under the Audit and Risk Management Committee Charter including the following processes to oversee the entity's risk management framework:</p> <ul style="list-style-type: none"> (i) the Board devotes time at Board meetings to fulfilling the roles and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures; and (ii) the Board determines and reviews the Company's "risk profile" on a regular basis and is responsible for overseeing and approving risk management strategies and policies.
<p>Recommendation 7.2 The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Complying	<p>(a) The Audit and Risk Management Committee Charter requires that the Audit and Risk Committee (or, in its absence, the Board) should, at least annually, satisfy itself that the Company's risk management framework continues to be sound. The Company process for risk management and internal compliance includes a requirement to identify and measure risk, monitor the environment for emerging factors and trends that affect these risks, formulate risk management strategies and monitor the performance of risk management systems.</p> <p>(b) The Board Charter requires the Company to disclose the number of times the Audit and Risk Management Committee (or, in its absence, the Board) met throughout the relevant reporting period, and the individual attendances of the members at those meetings. Details of the meetings will be provided in the Company's Annual Report. The Audit and Risk Management Committee Charter provides that the Audit and Risk Management Committee (or, in its absence, the Board) will review assessments of the effectiveness of risk management and internal compliance and control at least annually.</p>
<p>Recommendation 7.3 A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	Complying	<p>(a) The Audit and Risk Committee Charter provides for the Committee to monitor the need for an internal audit function.</p> <p>(b) The Company does not currently have an internal audit function. The Company's Board and Management are responsible for monitoring the Company's internal audit functions.</p>
<p>Recommendation 7.4 A listed entity should disclose whether it has material exposure to environmental and social risks and, if it does, how it manages or intends to manage those risks.</p>	Complying	<p>The Audit and Risk Committee Charter requires the Audit and Risk Committee (or in its absence, the Board) to assist in identifying whether the Company has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks. This Charter is available on the Company's website.</p> <p>The Company discloses this information in its Annual Report if appropriate and the Report is made available on the Company's website in accordance with continuous disclosure obligations.</p>

Recommendations	Comply	Explanation
Principle 8: Remunerate fairly and responsibly		
<p>Recommendation 8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	Complying	<p>(a) The Company does not have a Remuneration Committee. The Company's Remuneration and Nomination Committee Charter provides for the creation of a Remuneration Committee (if it is considered it will benefit the Company), a majority of whom are independent directors, and which must be chaired by an independent director.</p> <p>(b) Due to the size and nature of the existing board and the magnitude of the Company's operations the Company currently has no Remuneration Committee. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Remuneration Committee under the Remuneration and Nomination Committee Charter including the following processes to set the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>(i) the Board devotes time at Board meetings to assess the level and composition of remuneration for directors and senior executives; and</p> <p>(ii) the Board will oversee the evaluation of the remuneration of the Company's senior executives annually. The evaluation will be based on specific criteria.</p>
<p>Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	Complying	The Company's Remuneration and Nomination Committee Charter requires the Board to disclose its policies and practices regarding the remuneration of directors and senior executives. This information is disclosed in the Company's Annual Report.
<p>Recommendation 8.3 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>	Complying	<p>(a) The Company has an equity based remuneration scheme. Securities may be issued under that Plan subject to various conditions. Under the terms of the Company's Securities Trading Policy, participants are prohibited from engaging in hedging arrangements, dealing in derivatives or entering into other arrangements which vary economic risk related to any unvested entitlements in the Company's securities.</p> <p>(b) The Company's Securities Trading Policy is available on the Company's website.</p>