



## **CORPORATE GOVERNANCE STATEMENT 2021**

The board (“Board”) of MLG Oz Limited (“Company”) is committed to ensuring that the Company’s obligations and responsibilities to its various stakeholders are fulfilled through its corporate governance practices. The directors of the Company (“Directors”, being either “Non-Executive Directors” or Executive Directors”) undertake to perform their duties with honesty, integrity, care and due diligence, to act in good faith in the best interests of the Company in a manner that reflects the highest standards of corporate governance.

The Company’s Board are committed to a high standard of corporate governance practices, ensuring that the Company complies with the Corporations Act 2001 (Cth), ASX Listing Rules, Company Constitution and other applicable laws and regulations.

### ***Corporate Governance Compliance***

This Corporate Governance Statement discloses the extent to which the Company has, for the reporting period of 30 April 2021 (the date the Company was admitted to the official list of the ASX) to 30 June 2021, followed the recommendations set by the ASX Corporate Governance Council’s Principles and Recommendations – 4<sup>th</sup> Edition (“Principles and Recommendations”). The Recommendations are not mandatory however, where, after due consideration, the Company’s corporate governance practices depart from a recommendation, the Board has offered full disclosure and reason for adoption of its own practice, in compliance with the “if not, why not” regime.

Copies of all the charters and policies referred to in this Statement are available under the Investor Centre/Corporate Governance section of the Company’s website ([www.mlgoz.com.au](http://www.mlgoz.com.au)).

## CORPORATE GOVERNANCE STATEMENT 2021 (CONT'D)

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
<b>Principle 1:</b>	<b>Lay solid foundations for management and oversight</b>		
1.1	<p>A listed entity should have and disclose a board charter setting out:</p> <ul style="list-style-type: none"> <li>a) the respective roles and responsibilities of its board and management; and</li> <li>b) those matters expressly reserved to the board and those delegated to management.</li> </ul>	Y	<p>The Board Charter details the functions and responsibilities of the Board and management, including matters reserved for the Board. The Board Charter is included in the Corporate Governance section of the Company's website.</p>
1.2	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</li> <li>b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.</li> </ul>	Y	<p>The Company has a combined Remuneration and Nomination Committee. The duties that fall to the nomination committee under the Company's Nomination Committee Charter are included in the Corporate Governance section of the Company's website.</p> <p>The role of the Remuneration and Nomination Committee is to identify and recommend candidates to fill casual vacancies and to determine the appropriateness of Director nominees for election to the Board. The Remuneration and Nomination Committee Charter requires the Board to make appropriate background checks prior to recommending a candidate for election or re-election as a Director. The Board must identify and recommend candidates only after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after an assessment of how the candidate can contribute to the strategic direction of the Company.</p> <p>The Remuneration and Nomination Committee Charter also requires the Board to ensure appropriate background checks are undertaken for all senior executive candidates.</p> <p>All material information relevant to whether or not to elect or re-elect a Director will be provided to the Company's shareholders as part of the Notice of Meeting and explanatory memorandum for the relevant meeting of shareholders which addresses the election or re-election of a Director.</p>

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
1.3	A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	Y	<p>The Remuneration and Nomination Committee Charter, which is included in the Corporate Governance section of the Company's website, requires the Company to have a written agreement with each Director and senior executive setting out the terms of their engagement.</p> <p>Each Non-Executive Director has signed a letter of appointment. Each Executive Director has signed an executive service agreement. Each senior executive has signed an employment agreement.</p>
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.	Y	<p>The Company Secretary is accountable to the Board, through the Chair, on all governance matters and reports directly to the Chair as the representative of the Board. The Company Secretary has primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively.</p> <p>Details are contained in Clause 8.4 of the Board Charter which is included in the Corporate Governance section of the Company's website.</p>

Principle	ASX Recommendation	Conform (Y/N)	Disclosure																
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have and disclose a diversity policy;</li> <li>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</li> <li>c) disclose in relation to each reporting period:               <ul style="list-style-type: none"> <li>1) the measurable objectives set for that period to achieve gender diversity;</li> <li>2) the entity's progress towards achieving those objectives; and</li> <li>3) either:                   <ul style="list-style-type: none"> <li>i. the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</li> <li>ii. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</li> </ul> </li> </ul> </li> </ul>	N	<p>The Company has adopted a Diversity Policy which is included in the Corporate Governance section of the Company's website. The Company recognises that a diverse and talented workforce is a competitive advantage and encourages a culture that embraces diversity. The Board has not yet adopted any measurable objectives for achieving general diversity at the Company but will review the need for measurable objectives on a regular basis.</p> <p>The respective proportions of men and women on the Board in senior executive positions and across the whole organisation as at the end of the reporting period are set out in the following table. "Senior executive" for these purposes refers to Key Management Personnel (excluding Board members) and those executives in a 'General Manager' role:</p> <table border="1" data-bbox="1189 815 2011 1050"> <thead> <tr> <th>Category</th> <th>Total</th> <th>Number of women</th> <th>% women</th> </tr> </thead> <tbody> <tr> <td>Whole organisation (including Board and senior executives)</td> <td>669</td> <td>56</td> <td>8.37%</td> </tr> <tr> <td>Board</td> <td>4</td> <td>1</td> <td>25%</td> </tr> <tr> <td>Senior executives (excluding Board)</td> <td>5</td> <td>0</td> <td>0%</td> </tr> </tbody> </table>	Category	Total	Number of women	% women	Whole organisation (including Board and senior executives)	669	56	8.37%	Board	4	1	25%	Senior executives (excluding Board)	5	0	0%
Category	Total	Number of women	% women																
Whole organisation (including Board and senior executives)	669	56	8.37%																
Board	4	1	25%																
Senior executives (excluding Board)	5	0	0%																
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>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.</li> </ul>	Y	<p>The Board Charter, which is included in the Corporate Governance section of the Company's website, details the process for evaluating the Board, its Committees and individual Directors. The assessment process which may be used by the Board is that each Director completes a questionnaire relating to the role, composition, procedures, practices and behaviour of the Board and its members. An independent third-party consultant may be used to facilitate the assessment.</p> <p>Performance evaluations were not completed during the reporting period, the Company intends to complete performance evaluations in respect of the Board, its committees and individual Directors for each future financial year in accordance with the above process.</p>																

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
1.7	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</li> <li>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.</li> </ul>	Y	<p>The Remuneration and Nomination Committee Charter provides that the Committee will oversee the processes for the performance evaluation of the executives reporting to the CEO and Managing Director and review the results of that performance evaluation process. The Board is responsible for reviewing the performance of the CEO and Managing Director.</p> <p>In relation to the performance of senior executives, after the end of the reporting period, the Remuneration and Nomination Committee will receive reports of the outcome of the executive performance evaluation processes. These will subsequently be considered by the Board. The executive evaluation processes will involve, among other things, assessing the performance of executives against their specific performance objectives as well as the Company's overall performance on a range of measures (including financial and specific key performance indicators).</p>
<b>Principle 2:</b>	<b>Structure the board to add value</b>		
2.1	<p>The board of a listed entity should:</p> <ul style="list-style-type: none"> <li>a) have a nomination committee which: <ul style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director,</li> </ul> <p>And disclose:</p> <ul style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> </li> <li>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.</li> </ul>	Y	<p>The Company has established a combined Remuneration and Nomination Committee which comprises independent Non-Executive Directors Garret Dixon, Jim Walker and Anna Neuling. Mr Dixon is the chair of the Remuneration and Nomination Committee, who is considered by the Board to be an independent Director and is not the chair of the Board.</p> <p>The Remuneration and Nomination Committee Charter is included in the Corporate Governance section of the Company's website.</p> <p>The Company discloses the qualifications, experience and attendance at committee meetings of the members of the Remuneration and Nomination Committee annually in the Company's Directors' Report as part of the Annual Report.</p>

Principle	ASX Recommendation	Conform (Y/N)	Disclosure																				
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.	Y	<p>The Board, having regard to the current size of the Company and its current strategies, has adopted a skills matrix setting out the mix of skills and diversity that the Board is looking to achieve in its membership at this time. The Board also has regard to the attributes and personal qualities of Directors, including the ability of individual Directors to contribute effectively to the functioning of the Board and a commitment to the Company's values and its Code of Conduct. For persons being considered for appointment to the Board, the Board will seek to identify whether the person has a demonstrated or assessed ability to work in a collegiate environment along with the ability, where necessary, to express a dissenting view objectively and constructively. The Board considers that each Non-Executive Director possesses these attributes.</p> <p>The current Board skills matrix is included at Appendix A.</p>																				
2.3	<p>A listed entity should disclose:</p> <p>a) the names of the directors considered by the board to be independent;</p> <p>b) if a director has an interest, position 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>	Y	<p>At the date of this Statement, the Board comprises four Directors. A majority of the Board is comprised of independent Non-Executive Directors.</p> <table border="1" data-bbox="1189 922 2016 1219"> <thead> <tr> <th>Name</th> <th>Role</th> <th>Independent</th> <th>Date appointed</th> </tr> </thead> <tbody> <tr> <td>Jim Walker</td> <td>Non-Executive Chair</td> <td>Yes</td> <td>20/01/2021</td> </tr> <tr> <td>Murray Leahy</td> <td>Managing Director</td> <td>No</td> <td>28/10/2002</td> </tr> <tr> <td>Anna Neuling</td> <td>Non-Executive Director</td> <td>Yes</td> <td>23/03/2021</td> </tr> <tr> <td>Garret Dixon</td> <td>Non-Executive Director</td> <td>Yes</td> <td>23/03/2021</td> </tr> </tbody> </table> <p>The Board has assessed each Non-Executive Director to be independent. In assessing independence, the Board has had regard to the factors set out in the ASX Principles and Recommendations.</p>	Name	Role	Independent	Date appointed	Jim Walker	Non-Executive Chair	Yes	20/01/2021	Murray Leahy	Managing Director	No	28/10/2002	Anna Neuling	Non-Executive Director	Yes	23/03/2021	Garret Dixon	Non-Executive Director	Yes	23/03/2021
Name	Role	Independent	Date appointed																				
Jim Walker	Non-Executive Chair	Yes	20/01/2021																				
Murray Leahy	Managing Director	No	28/10/2002																				
Anna Neuling	Non-Executive Director	Yes	23/03/2021																				
Garret Dixon	Non-Executive Director	Yes	23/03/2021																				
2.4	A majority of the board of a listed entity should be independent directors.	Y	Refer 2.3.																				
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.	Y	The Chair, Jim Walker, is an independent Non-Executive Director. He does not perform the role of CEO of the Company (which position is currently held by Murray Leahy).																				

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
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.	Y	<p>The Board Charter contemplates that new Directors will be provided with an induction programme to assist them in becoming familiar with the Company, its managers and its business following their appointment. The induction programme involves, among other things, meetings with members of the Board and the executive team and briefings on the Company's operations and relevant business matters.</p> <p>Directors may, with the approval of the Chair, undertake appropriate professional development opportunities (at the expense of the Company) to maintain their skills and knowledge needed to perform their role.</p> <p>The Board and the executive team have adopted processes to ensure that the Board is briefed on developments relevant to the Company and the markets in which it operates.</p>
<b>Principle 3:</b>	<b>Act ethically and responsibly</b>		
3.1	A listed entity should articulate and disclose its values.	Y	The Board has endorsed a Statement of Values for the Company. The Statement of Values is included in the Corporate Governance section of the Company's website.
3.2	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>b) ensure that the board or a committee of the board is informed of any material breaches of that code.</li> </ul>	Y	The Board has approved the adoption by the Company of a formal Code of Conduct which outlines how the Company expects its employees to behave and conduct business in the workplace. The Code of Conduct applies to all employees, regardless of employment status or work location. In addition, the Directors, in the Board Charter, have committed to abiding by the Code of Conduct as it applies to the Board. The Code of Conduct is included in the Corporate Governance section of the Company's website.
3.3	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have and disclose a whistleblower policy; and</li> <li>b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy</li> </ul>	Y	<p>The Company has formulated a Whistleblower Policy, which is included in the Corporate Governance section of the Company's website.</p> <p>Any material breaches of the Whistleblower Policy are to be reported to the Board or a committee of the Board.</p>

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
3.4	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have and disclose an anti-bribery and corruption policy; and</li> <li>b) ensure that the board or a committee of the board is informed of any material breaches of that policy</li> </ul>	Y	<p>As with any organisation, involvement in bribery and corruption by staff members is a risk. Such behaviour is not tolerated within the Company and is inconsistent with its values and culture. The Company is committed to acting professionally, fairly and with integrity in all our business dealings and relationships. Accordingly, the Company applies a zero-tolerance approach to bribery and corruption by adopting a Code of Conduct which covers anti-bribery and corruption for all levels of staff, including Directors.</p> <p>Management intends that material breaches of the Code of Conduct will be reported to the Audit &amp; Risk Committee and the Board.</p>
<b>Principle 4:</b>	<b>Safeguard integrity in financial reporting</b>		
4.1	<p>The board of a listed entity should:</p> <ul style="list-style-type: none"> <li>a) have an audit committee which: <ul style="list-style-type: none"> <li>1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director, who is not the chair of the board,</li> </ul> <p>and disclose:</p> <ul style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the relevant qualifications and experience of the members of the committee; and</li> <li>5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> </li> <li>b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</li> </ul>	Y	<p>The Company has established a combined Audit and Risk Committee which comprises independent Non-Executive Directors Anna Neuling, Garret Dixon and Jim Walker. Ms Neuling is the chair of the Audit and Risk Committee, who is considered by the Board to be an independent Director and is not the chair of the Board.</p> <p>The Audit and Risk Committee Charter is included in the Corporate Governance section of the Company's website.</p> <p>The Company discloses the qualifications, experience and attendance at committee meetings of the members of the Audit and Risk Committee annually in the Company's Directors' Report as part of the Annual Report.</p>



Principle	ASX Recommendation	Conform (Y/N)	Disclosure
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.	Y	<p>The Company's Audit and Risk Committee Charter, which is included in the Corporate Governance section of the Company's website, states that the CEO and CFO are to provide a written declaration on these terms.</p> <p>The Company obtains a sign off on these terms for each of its financial statements in each financial year.</p>
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.	Y	<p>The Company provides interim updates of the Company's progress across all areas of the business, including select financial information. The CEO 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 CFO in accordance with generally accepted accounting practices.</p> <p>The full Board reviews all material market announcements prior to their release. All material market announcements are promptly provided to all Directors.</p>
<b>Principle 5:</b>	<b>Make timely and balanced disclosure</b>		
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Y	The Company has adopted a Continuous Disclosure Policy, which is included in the Corporate Governance section of the Company's website. The Policy is designed to guide compliance with ASX Listing Rules disclosure requirements, and to ensure all Directors, senior executives and employees of the Company understand their responsibilities under the Policy.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Y	All material market announcements are provided to all Directors promptly after release.
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.	Y	All substantive investor or analyst presentations are released on the ASX market announcements platform ahead of such presentations.

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
<b>Principle 6:</b>	<b>Respect the rights of shareholders</b>		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Y	The Company's website provides information about the Company, its corporate governance, financial performance and prospects. Investors are able to access copies of all announcements to the ASX on the Company's website ( <a href="https://www.mlgoz.com.au/investor-centre/asx-announcements/">https://www.mlgoz.com.au/investor-centre/asx-announcements/</a> ).
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Y	The Company has a Shareholder Communication Policy, which is included in the Corporate Governance section of the Company's website.  The Board's aim is to ensure that shareholders are provided with sufficient information to assess the performance of the Company and that they are informed of all major developments affecting the affairs of the Company.  The Company is required by law to communicate to shareholders through the lodgement of all relevant financial and other information with ASX and, in some instances, mailing information to shareholders. Information (including information released to ASX) is published on the Company's website. The Company's website also contains information about it, including media releases, key policies and the charters of the Board committees.
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Y	The Company has a Shareholder Communication Policy, which is included in the Corporate Governance section of the Company's website. Generally, the Board will aim to hold general meetings in or near the central business district of Perth or Kalgoorlie and/or will conduct / broadcast meetings in a virtual venue as permitted under the regulatory framework.  Shareholders will be provided with notice of shareholder meetings (either electronic or by hard copy) in advance of scheduled meetings. Shareholders have an opportunity to ask questions at the meeting. In addition, shareholders can submit questions in advance of a meeting.
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.	Y	In accordance with ASX guidance, all Listing Rule resolutions and all substantive resolutions are decided by a poll rather than by a show of hands.
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.	Y	The Company encourages shareholders to receive communications from it and its share registrar electronically and provides details for shareholders to send electronic communications and to have them actioned appropriately.

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
<b>Principle 7:</b>	<b>Recognise and manage risk</b>		
7.1	<p>The board of a listed entity should:</p> <p>a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> <p>b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	Y	<p>The Company has established a combined Audit and Risk Committee which comprises independent Non-Executive Directors Anna Neuling, Garret Dixon and Jim Walker. Ms Neuling is the chair of the Audit and Risk Committee, who is considered by the Board to be an independent Director and is not the chair of the Board.</p> <p>The Audit and Risk Committee Charter is included in the Corporate Governance section of the Company's website.</p> <p>The Company discloses the qualifications, experience and attendance at committee meetings of the members of the Audit and Risk Committee annually in the Company's Directors' Report as part of the Annual Report.</p>

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
7.2	<p>The board or a committee of the board should:</p> <ul style="list-style-type: none"> <li>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</li> <li>b) disclose, in relation to each reporting period, whether such a review has taken place.</li> </ul>	Y	<p>The Board is responsible for overseeing the establishment of and approving risk management strategies, policies, procedures and systems of the Company, and is supported in this area by the Audit and Risk Committee. A comprehensive review of the Company's risk framework was undertaken in relation to the preparation of the Company's initial public offer prospectus (refer to section 5 'Risk Factors' of the Company's prospectus dated 1 April 2021).</p> <p>As part of the risk management framework, processes have been introduced to identify, assess, monitor and review the Company's key risks and to document and monitor the Company's other risks. In addition, regular processes have been introduced involving the senior executives and other employees to help identify, assess, monitor and review the Company's key risks. In connection with its responsibilities for risk management, the Audit and Risk Committee receives reports from management on the risk management system, key risks and the related risk treatment plans as well as information on critical events that may arise throughout the year.</p>
7.3	<p>A listed entity should disclose:</p> <ul style="list-style-type: none"> <li>a) if it has an internal audit function, how the function is structured and what role it performs; or</li> <li>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.</li> </ul>	Y	<p>The Company does not have a formalised internal audit function but has processes for evaluating and continually improving the effectiveness of risk management and internal financial control processes.</p> <p>To evaluate and continually improve the effectiveness of the Company's risk management and internal control processes, the Board relies on ongoing reporting and discussion of the management of material business risks. These processes are implemented, overseen and assessed by the management team, the Chief Financial Officer, the CEO and Managing Director, and the Audit and Risk Committee.</p>

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
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.	Y	<p>The Company is subject to a number of environmental and social risks typical of those associated with an entity engaged in providing services to the mining industry. A Health, Safety, Environment and Community Committee has been established to assist the Board in discharging its overall responsibilities in relation to health, safety, environment and community matters arising out of the Company's activities as they may affect employees, contractors, the environment and the local communities in which it operates.</p> <p>This Committee has adopted a Charter which has been approved by the Board, which is included in the Corporate Governance section of the Company's website. The Charter provides for the Committee to comprise at least four members, three of whom will be Non-Executive Directors and one of whom will be the Managing Director and CEO.</p> <p>The Committee is to meet as frequently as required but not less than four times a year.</p>

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
<b>Principle 8:</b>	<b>Remunerate fairly and responsibly</b>		
8.1	<p>The board of a listed entity should:</p> <p>a) have a remuneration committee which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> <p>b) if it does not have a 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>	Y	<p>The Company has established a combined Remuneration and Nomination Committee which comprises independent Non-Executive Directors Garret Dixon, Jim Walker and Anna Neuling. Mr Dixon is the chair of the Remuneration and Nomination Committee, who is considered by the Board to be an independent Director and is not the chair of the Board.</p> <p>The Remuneration and Nomination Committee Charter is included in the Corporate Governance section of the Company's website.</p> <p>The Company discloses the qualifications, experience and attendance at committee meetings of the members of the Remuneration and Nomination Committee annually in the Company's Directors' Report as part of the Annual Report.</p>
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.	Y	The Company's Remuneration Report, included as part of its Directors' Report, describes the Company's remuneration policies and practices as well as providing details for each Director and those executives considered to be members of the Company's key management personnel.
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>b) disclose that policy or a summary of it.</p>	Y	The Company's Securities Trading Policy, which is included in the Corporate Governance section of the Company's website, provides that persons subject to that policy (including Directors and executive team members) must not engage in transactions designed to hedge their exposure to the Company's shares.

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
<b>Additional recommendations that apply only in certain cases</b>			
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.	N/A	N/A
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time	N/A	N/A
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	N/A	N/A

## APPENDIX A

### Board Skills Matrix

Collectively, the Board has those skills and other relevant experience that it considers is appropriate for the effective governance of the Company. The matrix, and the extent to which those skills are represented on the Board collectively among the Directors, are set out below:

Skill or experience	Number of Directors
Experience as a non-executive director of other ASX-listed entities	3
Held CEO or similar position in a similar organisation	2
Risk management experience	4
Knowledge and experience in information technology strategy and governance	3
Experience in strategic human resource management	3
Ability to think strategically	4
Knowledge and experience in best practice corporate governance for ASX listed companies	3
Qualifications or experience in accounting and/or finance	3
Knowledge and experience in investor relations	4
Knowledge and experience in occupational health and safety management	3
Qualifications or experience in mining services operations	3
Qualifications or experience in geology / mining	4
Qualifications or experience in corporate and/or mining services specific legal matters	4
Effective listener and communicator	4
Preparedness to ask questions and challenge management / peer directors in a constructive way	4
Contributor and team player	4
Critical and innovative thinker	4
Leadership skills	4