

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

MIRAMAR RESOURCES LIMITED

ABN/ARBN

34 635 359 965

Financial year ended:

30 June 2024

Our corporate governance statement¹ for the period above can be found at:²

- ☒ These pages of our annual report: 16
- ☒ This URL on our website: www.miramarresources.com.au/corporate/corporate-governance/

The Corporate Governance Statement (the **CG Statement**) is accurate and up to date as at 29 August 2024 and has been approved by the board.

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

Date: 13 September 2024

Name of authorised officer authorising lodgement: Allan Kelly, Executive Chairman

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> Miramar's Board Charter is available from: https://www.miramarresources.com.au/corporate/corporate-governance/	
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/> disclosed in Miramar's 2024 Annual Report	

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. <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>		<p><input checked="" type="checkbox"/> disclosed in the CG Statement and Miramar's Diversity Policy available from: https://www.miramarresources.com.au/corporate/corporate-governance/</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.		<input checked="" type="checkbox"/> disclosed in the CG Statement
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.		<input checked="" type="checkbox"/> disclosed in the CG Statement

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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> <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 and diversity to enable it to discharge its duties and responsibilities effectively.</p>		<input checked="" type="checkbox"/> disclosed in the CG Statement
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<input checked="" type="checkbox"/> disclosed in the CG Statement	

Key to Disclosures Corporate Governance Council Principles and Recommendations

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2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	<input checked="" type="checkbox"/> disclosed in the CG Statement	
2.4	A majority of the board of a listed entity should be independent directors.		<input checked="" type="checkbox"/> disclosed in the CG Statement
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.		<input checked="" type="checkbox"/> disclosed in the CG Statement
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.		<input checked="" type="checkbox"/> disclosed in the CG Statement
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> Miramar's Code of Conduct is available from: https://www.miramarresources.com.au/corporate/corporate-governance/	
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> Miramar's Code of Conduct is available from: https://www.miramarresources.com.au/corporate/corporate-governance/	

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3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> Miramar's Whistleblower Policy is available from: https://www.miramarresources.com.au/corporate/corporate-governance/	
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> Miramar's Anti-Bribery and Corruption Policy is available from: https://www.miramarresources.com.au/corporate/corporate-governance/	

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(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>		<input checked="" type="checkbox"/> disclosed in the CG Statement
4.2	<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>	<input checked="" type="checkbox"/>	

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4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<input checked="" type="checkbox"/> Miramar's Unaudited Periodic Corporate Report Verification Procedure is available from: https://www.miramarresources.com.au/corporate/corporate-governance/	
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> Miramar's Continuous Disclosure Policy is available from: https://www.miramarresources.com.au/corporate/corporate-governance/	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> Miramar's Corporate Governance Plan is available from: https://www.miramarresources.com.au/corporate/corporate-governance/	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/> Miramar's Shareholder Communication Strategy is available from: https://www.miramarresources.com.au/corporate/corporate-governance/	
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> Miramar's Shareholder Communication Strategy is available from: https://www.miramarresources.com.au/corporate/corporate-governance/	

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6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/> Miramar's Election of Electronic Communications is available from: https://www.miramarresources.com.au/corporate/corporate-governance/	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
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> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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> <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>		<input checked="" type="checkbox"/> disclosed in the CG Statement

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7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.		<input checked="" type="checkbox"/> disclosed in the CG Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.		<input checked="" type="checkbox"/> disclosed in the CG Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.		<input checked="" type="checkbox"/> disclosed in the CG Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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> <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>		<input checked="" type="checkbox"/> disclosed in the CG Statement
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.	<input checked="" type="checkbox"/> disclosed in Miramar's 2024 Annual Report	
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>	<input checked="" type="checkbox"/> disclosed in Miramar's 2024 Annual Report	

CORPORATE GOVERNANCE STATEMENT 2024

Approved by the Board on 29 August 2024

INTRODUCTION

The Board of Miramar Resources Limited (**Company** or **Miramar**) is responsible for the overall corporate governance of the Company and its subsidiaries (the **Group**). The Board believes that good corporate governance helps ensure the future success of the Company, adds value to stakeholders and enhances investor confidence. The Board guides and monitors the business affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

The ASX document '*Corporate Governance Principles and Recommendations 4th Edition*' (**Recommendations**) published by the ASX Corporate Governance Council applies to listed entities with the aim of enhancing the credibility and transparency of Australia's capital markets. The Board has assessed the Group's current practice against the Principles and Recommendations and other than the matters specified below under "*If Not, Why Not*" Disclosure, all the best practice recommendations of the ASX Corporate Governance Council have been applied.

This Corporate Governance Statement (**Statement**) discloses the extent to which the Company has followed the Recommendations, or where appropriate, indicates a departure from the Recommendations with an explanation for the financial year ended 30 June 2024.

This Statement should be read in conjunction with the Company's Corporate Governance Plan (**CG Plan**) on the Company's website (the **Website**) www.miramarresources.com.au/corporate/corporate-governance/.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

RECOMMENDATION 1.1: Disclose a board charter

Comply: **YES** ☒

Miramar's board charter (the **Board Charter**) contained in the CG Plan details the respective roles and responsibilities of the Company's board (the **Board**) and management and those matters expressly reserved to the Board and delegated to management.

RECOMMENDATION 1.2: Undertake appropriate checks before appointing a director or senior executive and provide material information to security holder

Comply: **YES** ☒

The Company undertakes appropriate checks before appointing a Company director (the **Director**) or senior executive or endorsing the election of any prospective Director and provides security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director by providing biographical details of candidates including relevant qualifications, experience and skills and details of any other material directorships currently held by the candidate and in the case of a candidate standing for election as a Director for the first time:

- > confirmation that the Company has conducted appropriate checks into the candidate's background and experience which have been satisfactory; and
- > if the Board considers that the candidate will, if elected, qualify as an independent Director, a statement to that effect.

RECOMMENDATION 1.3: Establish a written agreement with each director and senior executive setting out the terms of their appointment

Comply: **YES** ☒

Each director and senior executive are party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment, including the remuneration entitlement and performance requirements. Directors also receive a deed of indemnity, insurance, and access.

The summary of agreements is disclosed in the Company's annual report (the **Annual Report**).

RECOMMENDATION 1.4: The company secretary should be accountable directly to the board, through the chair

Comply: **YES**

The Board Charter contained in the CG Plan outlines the roles, responsibilities and accountability of the Company's company secretary (the **Company Secretary**). In accordance with this, the Company Secretary is accountable directly to the Board, through the Chairperson of the Board (the **Chair**), on all matters to do with the proper functioning of the Board.

RECOMMENDATION 1.5: Disclose a diversity policy which includes requirements for 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

Comply: **Partial**

The Company has adopted a diversity policy (the **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 proportion of women within the Group at 30 June 2024 was as follows:

Position category	FY 2024	
	Men	Women
Board	67%	33%
Senior Executive	50%	50%
Whole Organisation	60%	40%

Given the current small size of the Board and the Company's operations, the Board does not presently intend to set measurable gender diversity objectives because:


- (i) the Board does not anticipate there will be a need to appoint any new Directors or senior executives due to the limited nature of the Company's existing and proposed activities and the Board's view that the existing Directors and senior executives have sufficient skill and experience to carry out the Company's plans;
- (ii) if it becomes necessary to appoint any new Directors or senior executives, the Board will consider the application of the measurable diversity objectives and determine whether, given the small size of the Company and the Board, requiring specified objectives to be met will unduly limit the Company from applying the Diversity Policy as a whole and the Company's policy of appointing the best person for the job; and
- (iii) the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the Company defines "senior executive" for these purposes) for each financial year will be disclosed in this Statement.

RECOMMENDATION 1.6: Companies should disclose, in relation to each reporting period, whether a performance evaluation of the board was undertaken in the reporting period in accordance with that process

Comply: **Partial**

The Nomination and Remuneration Committee is responsible for evaluating the performance of the Board and individual Directors on an annual basis as appropriate. It may do so with the aid of an independent adviser. The Board has not established a Nomination and Remuneration Committees at this time. Until such time as the Board determines that it is appropriate to establish a separate Nomination and Remuneration Committee, the function of the Nomination and Remuneration Committee as set out in the Charters will be performed by the Board.

Evaluation of the Board is carried out on a continuing and informal basis. The Company will put a formal process in place as and when the level of operations justifies it. No performance evaluation was undertaken in the reporting period.

RECOMMENDATION 1.7: Companies should disclose, in relation to each reporting period, whether a performance evaluation of its senior executive was undertaken in the reporting period in accordance with that process **Comply:** 

The Board is responsible for evaluating the performance and remuneration of the Company's senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the *Corporations Act 2001*) other than a non-executive Director.

Evaluation of the senior executives is carried out on a continuing and informal basis. The Company will put a formal process in place as and when the level of operations justifies it. No performance evaluation was undertaken in the reporting period.

PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

RECOMMENDATION 2.1: Establish a nomination committee

Comply: 

The Board as a whole decides on the choice of any new director upon the creation of any new Board position and if any casual vacancy arises. Decisions to appoint new directors will be minuted. The Board will identify candidates and assess their skills in deciding whether an individual has the potential to add value to the Company in accordance with the Company's Nomination Committee Charter. The Board may also seek independent advice to assist with the identification process. The Board considers that this process is appropriate given the size and the complexity of the Group's affairs. Until the situation changes the Board will carry out any necessary Nomination Committee functions.

RECOMMENDATION 2.2: Board skills matrix

Comply: 

The Company's objective is to have an appropriate mix of expertise and experience on our Board so that it can effectively discharge its corporate governance and oversight responsibilities. It is the Board's view that the current directors possess an appropriate mix of relevant skills, experience, expertise, and diversity to enable the Board to discharge its responsibilities and deliver the Company's strategic objectives.

The Board will assess each Director's skills and experience and the current Directors as a group, against the Company's board skills matrix (the **Board Skill Matrix**) from time to time. It is not a requirement that each Director should present all of the skills and experience listed in the Board Skills Matrix, but the Board collectively should present all of the skills and experience listed in the Board Skills Matrix.

The Board Skills Matrix will be reviewed regularly by the Board to ensure it covers the skills necessary to address existing and emerging business and governance issues relevant to Miramar, as well as to provide support for ensuring that existing directors seek ongoing professional development to maintain their skills or when filling any Board vacancies.

Skill	Attributes
Executive leadership	Sustainable success in business at a very senior executive level.
Strategy	Skills in developing and implementing a successful strategy, including appropriately overseeing and challenging management on the delivery of agreed strategic planning objectives.
Governance	Commitment to the highest standards of governance, including experience with a major organisation that is subject to rigorous governance standards, and an ability to assess the effectiveness of senior management.
Financial acumen	Senior executive or equivalent experience in financial accounting and reporting, corporate finance and internal financial controls, including an ability to probe the adequacies of financial and risk controls.
Relevant exploration and mining industry experience	Experience in the exploration and/or mining industry, including in-depth knowledge of the Group's corporate purpose, strategy, market, competitors, operational issues and technology.
Health, safety and environment	Experience related to workplace health and safety, environmental and social responsibility, and community.

Skill	Attributes
Culture and remuneration	Experience in remuneration policy and implementation, linking remuneration to strategy and performance. Ability to develop succession plans and to develop talent, culture and diversity.

RECOMMENDATION 2.3: Disclose independence of directors

Comply: **YES**

The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent.

The Board currently consists of three Directors:

Position	Number in Position	Independent
Executive Chairman	1	No
Executive Director	1	No
Non-Executive Director	1	No

The existence of any of the relationships listed in Box 2.3 of the Guide (regarding director independence) and an explanation of why the Board considers a Director to be independent, notwithstanding the existence of those relationships is disclosed in the CG Plan, available on the Website.

The period of office held by each Director in office is disclosed in the Annual Report.

RECOMMENDATION 2.4: Majority independent directors

Comply: **NO**

The Board currently consists of three Directors of whom all Directors are considered non-independent. Details of their skills, experience and expertise and the period of office held by each Director have been included in the Annual Report. The number of Board meetings and the attendance of the Directors are set out in the Annual Report.

The Board considers that the composition of the existing Board is appropriate given the scope and size of the Group's operations and the skills matrix of the existing Board members. The Board will continue to monitor whether this remains appropriate as the scope and scale of its activities evolves and expands.

RECOMMENDATION 2.5: The chair of the board should be an independent director and, in particular, should not be the same person as the Managing Director/Chief Executive Officer

Comply: **NO**

The current Chair of the Company is Mr Allan Kelly. Mr Kelly does not satisfy the Recommendations definition of an independent director and he holds an equivalent position of a Managing Director. However, the Board considers Mr Kelly's role as Executive Chairman essential to the success of the Group in its current stage, wherein the Group continues to refine its focus on the strategic development of the business. Over time, it is proposed that the Chair position will transition to an independent non-executive director who will not be the same person as the Managing Director.

RECOMMENDATION 2.6: Induction program for new directors and periodic review for existing directors to undertake professional development

Comply: **Partial**

Under its CG Plan, the Company commits to providing induction programs for new directors and senior executives as well as providing opportunities for continuing professional development for all directors and executives.

New Directors are to be provided with an induction pack at the time of their appointment that provides them with detailed information about the Company, its operations, financial position, risk profile and risk management framework, and its strategies and objectives. The pack is also to include copies of the Constitution, the CG Plan, the most recent Annual Report, recent ASX releases, and minutes and papers of previous Board and committee meetings.

New Directors also receive a letter of appointment setting out, amongst other things, their rights, duties and responsibilities as a Director.

The Directors are encouraged to undertake professional development activities to update and enhance their skills and knowledge. It is the practice of the board's directors to reasonably openly share relevant information they may become privy to arising from their professional development activities.

PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

RECOMMENDATION 3.1: Articulate and Disclose its Values

Comply: **YES**

Miramar is committed to conducting all of its business activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules and regulations. The Board, management and employees are dedicated to high ethical standards and recognise and support the Group's commitment to compliance with these standards.

The Company's values are set out in its Code of Conduct contained in the CG Plan and are available on the Website. All employees are given appropriate training on the Company's values and senior executives will continually reference such values.

RECOMMENDATION 3.2: Disclose a code of conduct and be informed of any material breaches

Comply: **YES**

Miramar's Code of Conduct contained in the CG Plan applies to the Directors, senior executives and employees. Any material breaches of the Code of Conduct are reported to the Board or a committee of the Board.

RECOMMENDATION 3.3: Disclose a whistleblower policy and be informed of any material breaches

Comply: **YES**

Miramar's Whistleblower Policy contained in the CG Plan is disclosed on the Website. Any material incidents pursuant to the Whistleblower Policy are reported to the Board or a committee of the Board.

RECOMMENDATION 3.4: Disclose an anti-bribery and corruption policy and be informed of any material breaches

Comply: **YES**

Miramar's Anti-Bribery and Corruption Policy contained in the CG Plan is disclosed on the Website. Any material incidents of the Whistleblower Policy are reported to the Board or a committee of the Board.

PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

RECOMMENDATION 4.1: Establish an audit committee

Comply: **Partial**

The Board as a whole, meets with the auditor to identify and discuss the areas of audit focus, appropriateness of the accounting judgement or choices exercised by management in preparation of the financial statements in accordance with the Company's Audit and Risk Committee Charter. The Board may also seek independent advice as and when required to address matters pertaining to appointment, removal or rotation of auditor. The Board considers that this process is appropriate given the size and the complexity of the Group's affairs. It is not considered necessary to have a separate audit committee.

RECOMMENDATION 4.2: Approval of financial statements

Comply: **YES**

The Board receives a written assurance in respect of each reporting period from the persons performing the Managing Director and the Chief Financial Officer functions that the declaration provided by them in accordance with section 295A of the *Corporations Act 2001* for the annual audit and section 303 of the *Corporations Act 2001* for the half-year review is founded on their evaluation of the Company's system of risk management and internal control and that the system is operating effectively in relation to financial reporting risks for each financial period.

RECOMMENDATION 4.3: Verification of integrity of periodic corporate report not audited or reviewed by an external auditor

Comply: **YES**

The Company's process for verification of integrity of such reports is similar to the process it follows for all releases to the market including through policy settings and their application designed:

- (i) to ensure its relevant personnel who prepare the reports are appropriately qualified and have appropriate information available to them to support the relevant report;
- (ii) to ensure that such reports have been checked and approved for release by authorised personnel in accordance with the Company's delegation of authority matrix;
- (iii) to ensure that relevant personnel are aware of the Company's policies, procedures and practices which are designed to assure integrity of process including to avoid improper practices which may compromise such integrity e.g. Code of Conduct, continuous disclosure/release of price sensitive information, whistle-blower and anti-bribery and corruption policies.

The Company's unaudited periodic corporate report verification procedure is available on the Website.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

RECOMMENDATION 5.1: Disclose a continuous disclosure policy

Comply: **YES**

Miramar's Continuous Disclosure Policy contained in the CG Plan is disclosed on the Website.

RECOMMENDATION 5.2: Board receives market announcements promptly

Comply: **YES**

Miramar's Continuous Disclosure Policy contained in the CG Plan requires all members of the Board receive material market announcements promptly after they have been made.

RECOMMENDATION 5.3: Investor or analyst presentation released to ASX ahead of the presentation

Comply: **YES**

Miramar releases any substantive investor or analyst presentation on the ASX Market Announcements Platform ahead of the presentation.

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

RECOMMENDATION 6.1: Provide information about the company and its governance on the website

Comply: **YES**

Miramar provides information about itself and its governance to investors via the Website and complies with ASX Listing Rule 3.1 in relation to publication of all relevant documents and reports.

The Company's policies, charter and statements are available on the Website

<https://www.miramarresources.com.au/corporate/corporate-governance/>.

RECOMMENDATION 6.2: Investor relations program to facilitate effective two-way communication

Comply: **YES**

Miramar's Shareholder Communications Strategy contained in the CG Plan aims to promote and facilitate effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to security holders and is available on the Website.

RECOMMENDATION 6.3: Encourage Participation at Meetings

Comply: **YES**

Miramar encourages shareholders to participate at all general meeting and Annual General Meetings of the Company.

RECOMMENDATION 6.4: Resolutions at a meeting to be decided by poll

Comply: **YES**

Miramar's Constitution provides for all substantive resolutions to be determined by a poll rather than a show of hands. The number of votes for or against a resolution is both reported in the Company's Minutes and announced to ASX in accordance with the provisions of the ASX Listing Rules.

RECOMMENDATION 6.5: Option to receive and send communication electronically

Comply: **YES**

Miramar's share register is managed by Automic Group Pty Ltd (**Automic**). Shareholders have the option of receiving all shareholder communications from the Company and Automic electronically or physically. These communications include notices of meeting, dividend statements, and annual and half-yearly reports.

Miramar will no longer send physical meeting documents unless a shareholder requests a copy to be mailed. The Company encourages all shareholders to provide an email address so it can communicate with them electronically when shareholder notices become available online, for items such as meeting documents and annual reports.

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports.

An "**Election of Electronic Communications**" letter is available on the Website which set outs the method for the shareholders to update their communication preference with the Company's share register.

Further information is available on the Website, <https://www.miramarresources.com.au/corporate/corporate-governance/>.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

RECOMMENDATION 7.1: Establish a risk committee

Comply:  Partial

Miramar is constantly monitoring risks associated with the economy, industry and company due to their role as professional fund managers, lawyers, in-country specialists and shareholders with a view to managing risks and identifying threats. This process is on-going and in accordance with the Company's Audit and Risk Committee Charter. The preparation of the Board pack and its timely distribution is a key element of this process along with monthly cash flow budgets, management discussions and informal communications between the Board and management via telephone, email and in person. The Board considers that this process is appropriate given the size and complexity of the Group's affairs. It is not considered necessary to have a separate risk committee.

The Annual Report discloses the material risk and risk management of the Company.

RECOMMENDATION 7.2: Risk management framework and periodic review

Comply:  Partial

The Board is responsible for ensuring that risks, and also opportunities, are identified on a timely basis and that activities are aligned with the risks and opportunities identified by the Board.

The Company believes that it is crucial for all Board members to be part of this process and as such the Board has not established a separate risk management committee. The Board considers that this process is appropriate given the size and the complexity of the Group's affairs.

The Board has a number of mechanisms in place to ensure management's objectives and activities are aligned with the Board. These include but are not limited to the following:

- › Board approval of a strategic plan, which encompasses strategy statements designed to meet stakeholders' needs and manage business risk.
- › Implementation of Board approved operating plans and Board monitoring of the progress against budgets that is reviewed at every board meeting.

The Board did not undertake a formal review of the risk management framework during the current reporting period and is working towards establishment of a risk management framework which will be in accordance with industry accepted standards. However, risk is monitored and reviewed on an ongoing basis.

RECOMMENDATION 7.3: Internal Audit

Comply:  NO

Miramar reviews its risk and internal control processes on a continual informal basis and works alongside auditors at half year and year end reviews to identify the Company's risks, systems and procedures. The Company may also seek independent advice to assist with the identification of risks and processes if and when required. The Board considers that this process is appropriate given the size and the complexity of the Group's affairs. It is not considered necessary to have an internal audit function. Nonetheless it remains committed to effective management and control of these factors.

RECOMMENDATION 7.4: Material economic, environmental and social risk

Comply:  Partial

The nature of the Group's exploration operations is such that it could be seen to be constantly exposed to economic, environmental and social risks. The Board and management have respect for the rights and beliefs of all stakeholders and it is part of the Group's culture to have open, honest and constant two way communication with stakeholders and to operate fully within the laws of the jurisdictions the Group operates within. The Group maintains high standards with regards to its environmental and social practices and is constantly striving to improve its engagement and information processes.

The Company continues to explore the best course to build resilience and enhance the Company's social licence through a greater commitment to long-term, sustainable value creation that embraces the wider demands of people, planet and shared prosperity.

The Board and management will continue to monitor these risks to the Group.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

RECOMMENDATION 8.1: Establish a remuneration committee

Comply:  Partial

The Board as a whole may appoint an independent working group comprising consultants, Directors and/or the Company Secretary to review and make recommendations to the board in relation to the remuneration framework as well as identify candidates and assess their skills in deciding whether an individual has the potential to add value to the Company in accordance with the Company's Remuneration Committee Charter. The Board considers that this process is appropriate given the size and the complexity of the Group's affairs. It is not considered necessary to have a separate nomination or remuneration committee. Until the situation changes the Board will carry out any necessary remuneration committee functions.

RECOMMENDATION 8.2: Disclose policies and practices regarding the remuneration of the non-executive directors, executive directors and other senior executives

Comply:  YES

The CG Plan requires the Board to disclose its policies and practices regarding the remuneration of Directors and senior executives, which is disclosed in the remuneration report contained in the Annual Report.

RECOMMENDATION 8.3: Equity based remuneration scheme

Comply:  YES

The Company has an equity-based remuneration scheme in place in the form of an employee securities incentive plan. The Company prohibits participants in the equity-based remuneration plan from entering into transactions which limit the economic exposure of participating in the plan, whether through the use of derivatives or otherwise. A summary of the equity based remuneration scheme is contained in the Annual Report.

OTHER PROCESSES

INDEPENDENT PROFESSIONAL ADVICE

The Directors are expected to exercise considered and independent judgement on matters before them and may need to seek independent professional advice. A Director with prior written approval from the Chair may, at the Group's expense obtain independent professional advice to properly discharge their responsibilities.