

CORPORATE GOVERNANCE POLICY

Centaur Resources Limited ACN 625 184 947

Corporate Governance Statement

The Company's commitment to corporate governance

The Board of the Company believes that the success of the Company's business is strengthened by implementing clearly articulated policies to enhance accountability, efficiency and the reliable measurement of performance. The Board is committed to a high standard of corporate governance practices ensuring that the Company complies with the Corporations Act, Listing Rules, the Company's Constitution and other applicable laws and regulations.

The Company has followed the ASX Corporate Governance Council's Principles and Recommendations (third edition) where the Board has considered the recommendations to be an appropriate benchmark for the Company's corporate governance practices. 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.

The Directors monitor the business affairs of the Company on behalf of its Shareholders and have adopted this Corporate Governance Statement to encourage the Directors to focus their attention on accountability, risk management and ethical conduct.

A description of the Company's main corporate governance practices is set out below. All of these practices, unless otherwise stated, were in place for the entire year. The Board continues to review the framework and practices to ensure they meet the interests of its Shareholders.

Recommendation 1.1 - Roles and responsibilities of the Board and senior executives

Complies

The Board has adopted a Board Charter which sets out the roles and responsibilities of the Board and its governance requirements.

The Board Charter clearly articulates the division of responsibilities between the Board and senior executives to help manage expectations and avoid misunderstandings about their respective roles and responsibilities.

A copy of the Board Charter can be found on the Company's website.

Recommendation 1.2 – Checks on Board candidates and provision of information to Shareholders

Complies/Will comply

The Company undertakes appropriate checks before appointing a person or putting forward to Shareholders a candidate for election as a Director of the Company.

The Remuneration and Nomination Committee's Charter requires the committee to undertake background checks and provide Shareholders with all relevant information. A copy of the Company's Remuneration and Nomination Committee's Charter is accessible on the Company's website.

The committee is also to develop and review disclosure about a formal and transparent process for selection, appointment and re-appointment of Directors including criteria of selection.

The committee is to make recommendations to the Board regarding re-election of Directors.

The Company intends to provide Shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.

Recommendation 1.3 – Written agreements with Directors and senior executives of the Company

Complies

The Company has entered into written agreements with each of its Directors setting out the terms of his or her appointment.

Each member of the senior executive team has signed a formal employment contract covering a range of matters including their duties, rights, responsibilities and any entitlements on termination. The standard contract refers to a specific formal job description. This job description is reviewed by the Board on an annual basis and, where necessary, is revised in consultation with the relevant employee.

Recommendation 1.4 – Company Secretary is accountable to the Board

Complies

The Company Secretary plays an important role in supporting the effectiveness of the Board and its committees. The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

Any decision to appoint or remove a Company Secretary will be made or approved by the Board.

Each Director of the Company is able to communicate directly with the Company

Secretary and vice versa.

Recommendation 1.5 - Diversity Policy

Complies/Will comply

The Company values diversity and recognises the benefits it can bring to the organisation's ability to achieve its goals. Accordingly, the Company has developed a Diversity Policy which is available on the Company's website.

This policy outlines the Company's diversity objectives in relation to gender, age, cultural background and ethnicity. It includes requirements for the Board to establish measurable objectives for achieving diversity, and for the Board to assess annually both the objectives, and the Company's progress in achieving them.

The Board will abide by the following principles:

- (a) the Board is to establish measurable Board gender diversity objectives and assess annually the objectives and progress in achieving them;
- (b) the Company is to maintain a mix of Directors on the Board from different backgrounds with complementary skills and experience; and
- (c) the Board is required to undertake an annual Board performance review and consider the appropriate mix of skills required by the Board to maximise its effectiveness and its contribution to the Company.

The Company will disclose at the end of each reporting period the measurable objectives for achieving gender diversity set by the Board or a relevant committee with the Company's Diversity Policy and its progress towards achieving them.

In line with the ASX Corporate Governance Principles and Recommendations, the Board expects to set the measurable objectives in the ensuing year.

Recommendation 1.6 – Process for the periodic evaluation of the Board

Complies/Will comply

The Company's Board Charter states that the Board will review and evaluate its own performance, and the performances of its committees and its individual Directors, in conjunction with the Remuneration and Nomination Committee.

The Company intends to disclose on an annual basis, whether performance evaluation of the Board members has taken place.

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| <p>Recommendation 1.7 – Process for the periodic evaluation of Senior Executives</p> | <p>Complies/Will comply</p> | <p>The Company’s Remuneration and Nomination Committee Charter states that the committee will determine criteria for assessing performance, including that of senior executives, and implement regular performance reviews. The Company intends to disclose on an annual basis, whether performance evaluation of the senior executives has taken place.</p> |
| <p>Recommendation 2.1 – Appointment of Nomination Committee</p> | <p>Complies/Will comply</p> | <p>Currently the size of the Board is not sufficient to warrant two separate committees for remuneration and nomination. As a result, the Company has established a combined Remuneration and Nomination Committee.</p> <p>The Remuneration and Nomination Committee’s Members are:</p> <ul style="list-style-type: none"> (a) Paul Anderson (Non-executive Director); (b) Greg Jones (Independent Chairman); and (c) Ivo Polovineo (Non-executive Director). <p>The Remuneration and Nomination Committee Charter is available on the Company’s website.</p> <p>In accordance with the Remuneration and Nomination Committee Charter, the committee is responsible for ensuring that the Company’s executive remuneration policies, practices and procedures are:</p> <ul style="list-style-type: none"> (a) aligned with the Company’s overall business objectives and market practice; (b) motivate executives to pursue the Company’s long term growth; (c) demonstrate a clear relationship between the Company’s performance and performance of executives; and (d) align the interests of executives with the creation of value for Shareholders. <p>The Remuneration and Nomination Committee will ensure that the number of times the committee meets throughout the relevant reporting period and the individual attendances of the members at those meetings are disclosed.</p> |

Recommendation 2.2 – Board skills matrix No

The Company does not currently have a skills or diversity matrix in relation to the Board members. The Board considers that such a matrix is not necessary given the current size and scope of the Company's operations. The Board may adopt such a matrix at a later stage as the Company's operations grow and evolve.

Recommendation 2.3 – Directors' independence Complies

The Board has adopted specific principles in relation to Directors' independence which are set out in the Board Charter. These state that to be independent, a Director must be a non-executive Director and:

- (a) has no substantial holding (being more than 5% ownership) in the Company, and not an officer of, or otherwise associated directly with, a person or entity that has a substantial holding;
- (b) within the last three years, has not been employed in an executive capacity by the Company;
- (c) within the last three years, has not been a principal of a material professional adviser or a material consultant to the Company, or an employee materially associated with the service provided;
- (d) within the last three years, has not been a material supplier or customer of a the Company, or an officer of, or otherwise associated directly with, a material supplier or customer;
- (e) has no material contractual relationship with the Company other than as a Director; and
- (f) has no close family ties with any person who falls within any of the categories described above.

The Board is comprised of four members. At least half of the Board consists of independent Directors.

Having regard to the factors listed above, the following Directors are considered by the Board to be independent Directors:

- (a) Ivo Polovineo; and

(b) Greg Jones.

Brian Clifford was appointed to the Board. The Board does not consider Brian Clifford to be an independent Director as he has been employed by the Company in an executive capacity (CEO).

Paul Anderson was appointed to the Board. The Board does not consider Paul Anderson to be an independent Director as he is the director appointed by a financier of the Company.

Recommendation 2.4 – Majority of the Board are independent Directors

Complies/Will comply

The Company’s Board Charter states that the Board will aim to have a majority of independent Directors.

Currently, a majority of the Board is independent.

Recommendation 2.5 – Independence of Chair

Complies

The Company’s Board Charter states the chair must be an independent non-executive Director.

The Board will ensure that the chair of the Board will not be the same person as the CEO.

Currently, the Chairman of the Board, Greg Jones, is independent.

Recommendation 2.6 – Induction program for new Directors

Complies/Will comply

The Remuneration and Nomination Committee Charter provides that the Committee will establish and facilitate an induction programme and provide to Directors continuing education.

Recommendation 3.1 – Code of Conduct

Complies

The Company has developed a Code of Conduct (**‘Code’**) which has been fully endorsed by the Board and applies to all Directors and employees. The Code is regularly reviewed and updated as necessary to ensure it reflects the highest standards of behaviour and professionalism and practices necessary to maintain confidence in the Company’s integrity.

In summary, the Code requires that at all times all Company personnel act with the utmost integrity, objectivity and in compliance with the letter and the spirit of the law and Company policies.

A copy of the Company's Code of Conduct can be found on the Company's website.

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| Recommendation 4.1 – Appointment of Audit Committee | Complies/Will Comply | <p>The Company has combined their audit and risk committees. The Company's Audit and Risk Committee Charter states that the committee must have a minimum of 3 members with a majority being independent non-executive Directors.</p> <p>The Committee's Members are:</p> <ul style="list-style-type: none"> (a) Mr Clifford (Managing Director and CEO); (b) Greg Jones (Independent Chairman); and (c) Ivo Polovineo (Non-executive Director). <p>The Audit and Risk Committee Charter will be posted on the Company's website.</p> <p>The Company intends to disclose on an annual basis, the number of meetings of that Committee and attendance by individual members.</p> |
| Recommendation 4.2 – CEO and CFO declaration | Complies | <p>The Company's Audit and Risk Committee Charter provides that the committee are to ensure that the CEO and CFO are reasonably able to state that their declarations required under s295A of the Corporations Act relating to financial statements and reports are founded on sound system of risk management.</p> |
| Recommendation 4.3 – External auditor attends Annual General Meeting | Complies/Will comply | <p>The external auditor attends the Company's annual general meeting to be available to answer Shareholders questions about the conduct of the audit and the preparation and content of the audit report.</p> |
| Recommendation 5.1 – Written policy for complying with its continuous disclosure obligations | Complies/Will comply | <p>The Company has a Continuous Disclosure and Shareholders Communication Policy setting out the requirements aimed to ensure full and timely disclosure to the market of all material issues relating to the Company to ensure that all stakeholders have an equal opportunity to access information. The Company's Continuous Disclosure and Shareholders Communication Policy reflects the continuous disclosure requirements of the Listing Rules and Corporations Act.</p> <p>A copy of the Company's Continuous Disclosure and Shareholders Communication</p> |

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| | | Policy can be found on the Company's website. |
| Recommendation 6.1 – Provision of information via the Company's website | Complies/Will comply | <p>The Company provides information about itself and its governance to investors via its website www.centaurresources.com.</p> <p>The Company's corporate governance information can be accessed from the "Corporate Governance" section of the Company's website.</p> |
| Recommendation 6.2 – Investor relations program to facilitate effective two way communication | Complies/Will comply | <p>The Continuous Disclosure and Shareholders Communication Policy recognises that stakeholders are entitled to have access and participate in a two-way discussion with the Company on relevant issues.</p> <p>The Company has a Continuous Disclosure and Shareholders Communication Policy that outlines the processes followed by the Company to ensure communications with Shareholders and the community is effective, consistent and adheres to the principles of continuous disclosure. A copy of the Continuous Disclosure and Shareholders Communication Policy is available on the Company's website.</p> <p>The Company communicates with Shareholders:</p> <ul style="list-style-type: none"> • following admission to ASX, through releases to the market via the ASX; • through the Company's website; • through information provided directly to Shareholders; and • at general meetings. |
| Recommendation 6.3 – Disclosure of the policies and processes it has in place to facilitate and encourage participation at meetings of Shareholders | Complies | <p>The Company permits Shareholders to cast their proxies prior to a General Meeting if they are unable to attend. In addition, the Company affords Shareholders who are not able to attend an Annual General Meeting and exercise their right to ask questions about, or make comments on, the management of the Company, the opportunity to provide questions or comments ahead of the meeting. Where appropriate, the Company will answer these questions at the meeting, either by being read out and then responded to at the meeting or by providing a written answer at the meeting.</p> |
| Recommendation 6.4 – Shareholders have the option to receive communications from | Complies | <p>Shareholders are encouraged to communicate with the Company electronically, including via the "contact us" facility on the Company website and receiving forms and</p> |

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| and send communications to the Company and its share registry electronically | | documents electronically or accessing material directly from the Company's website. |
| Recommendation 7.1 – Appointment of a risk management committee | Complies | <p>The Company has combined their audit and risk committees. The Company's Audit and Risk Committee Charter states that the committee must have a minimum of 3 members with a majority being independent non-executive Directors.</p> <p>The Committee's Members are:</p> <ul style="list-style-type: none"> (a) Mr Clifford (Managing Director and CEO); (b) Greg Jones (Independent Chairman); and (c) Ivo Polovineo (Non-executive Director). <p>The Company intends to disclose on an annual basis, the number of meetings of that Committee and attendance by individual members.</p> |
| Recommendation 7.2 – Review of the Company's risk management framework annually | Complies/Will comply | <p>The Audit and Risk Management Committee Charter requires the Committee to at least annually undertake a structured review of the risk management framework of the Company to satisfy itself it continues to be sound and that the Company is operating within the risk appetite set by the Board.</p> <p>The Audit and Risk Management Committee will ensure the disclosure of whether such a review has taken place during each reporting period.</p> <p>In accordance with the Audit and Risk Management Committee Charter the Committee intends to undertake a structured review in the ensuing year.</p> |
| Recommendation 7.3 – Internal audit function | Complies | <p>The Company does not currently have an internal audit function.</p> <p>The Managing Director/CEO is charged with evaluating and considering improvements to the Company's risk management and internal control processes on an ongoing basis.</p> <p>The Board considers that an internal audit function is not currently necessary given the current size and scope of the Company's operations.</p> <p>The Company is committed to understanding and managing risk and to establishing an</p> |

organisational culture that ensures risk management is included in all activities, decision making and business processes. The Board is responsible for satisfying itself annually, or more frequently as required, that management has developed and implemented a sound system of risk management and internal control. Detailed work on this task is delegated to the Audit and Risk Management Committee and reviewed by the full Board. The Audit and Risk Management Committee's Charter can be accessed on the Company's website. The Audit and Risk Management Committee recommends any action it deems appropriate to the Board for its consideration.

The Board's collective experience will enable accurate identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board meetings.

The Company will develop a strategic risk register identifying and ranking the main strategic risks facing the company and provides an explanation as to how those risks are managed. The Board reviews this register on a regular basis.

Recommendation 7.4 – Material exposure to economic, environmental and social sustainability risks

Complies/Will comply

The material risks that the Company is exposed to are disclosed in the Prospectus and these include disclosure of any economic, environmental and social sustainability risks it faces.

Risk oversight and review is part of the responsibility of the Audit and Risk Management Committee under the Audit and Risk Management Committee Charter.

Recommendation 8.1 – Appointment of a Remuneration Committee

Complies

The Company has combined the remuneration and nomination committee. The Company's Remuneration and Nomination Committee Charter states that the committee must have at least three members and will comprise a majority of independent Directors.

The Committee's Members are:

- (a) Paul Anderson (Non-executive Director);
- (b) Greg Jones (Independent Chairman); and
- (c) Ivo Polovineo (Non-executive Director).

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| | <p>The Remuneration and Nomination Committee Charter will be posted on the Company's website.</p> <p>The Company intends to disclose on an annual basis, the number of meetings of that committee and attendance by individual members.</p> |
| <p>Recommendation 8.2 – Disclosure of policies and practices regarding remuneration of non-executive Directors and remuneration of executive Directors and other Senior Executives</p> | <p>Complies</p> <p>The Company's policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives is set out in the Remuneration and Nomination Committee Charter.</p> <p>The Remuneration and Nomination Committee Charter is accessible on the Company's website.</p> |
| <p>Recommendation 8.3 – Transactions which limit the economic risk of participating in the Company's equity based remuneration scheme</p> | <p>Complies</p> <p>The Company has an Employee Incentive Plan ('Plan') which is governed by the Employee Incentive Plan Rules. These rules set out that a participant in the must not enter any arrangement that would affect their economic exposure to any securities issued under the Plan.</p> <p>A summary of the Plan is contained in the Prospectus.</p> <p>The Company's Securities Trading Policy also provides that participants in the Plan must not enter into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested equity interest.</p> <p>A copy of the Company's Securities Trading Policy is accessible on the Company's website.</p> |
| <p>Endorsement</p> | <p>The Company is committed to this document and to its implementation.</p> <p>This document was adopted December 2018.</p> |
| <p>Definitions</p> | <p>In this document:</p> <p>ASX means ASX Limited ACN 008 624 691 or the securities exchange operated by it</p> |

(as the case requires).

Board means the Board of the Company.

Chair means the Director of the Company appointed as the chairperson of the Board from time to time.

CFO means the chief financial officer or equivalent officer (by whatever title known) of the Company.

Company means Centaur Resources Limited ACN 625 184 947.

Company Secretary means the person appointed company secretary of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a Director of the Company.

Listing Rules means the listing rules of ASX.

Managing Director/CEO means the managing Director (or if there is no managing Director, the CEO) or equivalent officer (by whatever title known) of the Company.

Shareholders means Shareholders of the Company.

Recommendation means a recommendation of the ASX Corporate Governance Council contained in the Corporate Governance Principles and Recommendations (third edition).
