



## Minbos Resources Limited and its controlled entities

### Corporate Governance Statement

The Company has adopted systems of control and accountability in order to implement and maintain a culture of good corporate governance both internally and in its external dealings.

To the extent applicable, the Company has adopted *The Corporate Governance Principles and Recommendations (4<sup>th</sup> Edition)* as published by the ASX Corporate Governance Council ("**Recommendations**"). The Company does not consider that it is appropriate at this time to adopt all the Recommendations given the current size and the scale of its operations. As the Company's operations develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

This Corporate Governance Statement is up to date as at 31 March 2025.

The Company has adopted the following corporate governance policies and procedures which are set out in the Company's Corporate Governance Plan, a copy of which is available on the Company's website at <https://minbos.com/corporate-governance/>.

- Board Charter
- Corporate Code of Conduct
- Audit and Risk Committee Charter
- Remuneration Committee Charter
- Nomination Committee Charter
- Performance Evaluation Policy
- Continuous Disclosure Policy
- Risk Management Policy
- Trading Policy
- Diversity Policy
- Whistleblower Protection Policy
- Anti-Bribery and Anti-Corruption Policy
- Shareholder Communications Strategy

The Board is committed to administering the policies and procedures with openness and pursuing corporate governance commensurate with the Company's needs.

In light of the Company's size and nature, the Board considers that the current corporate governance regime is a fit-for-purpose, efficient, practical and cost-effective method of directing and managing the Company. As the Company's activities develop in size, nature and scope, the implementation of additional corporate governance policies and structures will be reviewed.

The Company is required to report any departures from the Recommendations in its annual financial report.

Principle and Recommendations	Comply (Yes/No)	Explanation
<b>PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>		
<p><b>Recommendation 1.1</b></p> <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>	Yes	<p>The Company has adopted a Board Charter (refer to the Corporate Governance Plan).</p> <ul style="list-style-type: none"> <li>(a) The Board Charter sets out matters including the specific roles and responsibilities of the Board and management</li> <li>(b) The Board Charter sets out requirements as to the Board's composition, the roles and responsibilities of the chair and company secretary, and the establishment, operation and management of Board Committees.</li> </ul>
<p><b>Recommendation 1.2</b></p> <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>	Yes	<ul style="list-style-type: none"> <li>(a) The Company undertakes checks on any person who is being considered as a director or a senior executive. These checks may include good fame and character, experience, education and financial history and background.</li> <li>(b) All material information relevant to a decision on whether or not to elect or re-elect a director will be provided to security holders in a Notice of Meeting pursuant to which the resolution to elect or re-elect a director will be voted on.</li> </ul>
<p><b>Recommendation 1.3</b></p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	<p>Each senior executive and executive director enters into a formal Employment Contract with the Company. Non-executive directors sign a written Letter of Appointment.</p>
<p><b>Recommendation 1.4</b></p> <p>The company secretary of a listed entity should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.</p>	Yes	<p>The Board Charter outlines the role, responsibility and accountability of the company secretary. The company secretary is accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
<p><b>Recommendation 1.5</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a diversity policy</p> <p>(b) through its Board or a committee of the Board set measurable objectives for achieving gender diversity in the composition of its Board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(i) the measurable objectives set for that period to achieve gender diversity;</p> <p>(ii) the entity’s progress towards achieving those objectives; and</p> <p>(iii) either:</p> <ul style="list-style-type: none"> <li>• 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>• 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>	<p>Yes – 1.5(a)</p> <p>No – 1.5(b)(c)</p>	<p>( a ) The Company’s workforce, including employees, contractors, management and the Board, is made up of individuals with diverse skills, values, backgrounds and experiences that bring to the Company the skills and expertise that are required for the Company to enhance its performance. The Company values diversity and recognises the benefit it can bring in achieving the Company’s goals. To this end, the Company has a Diversity Policy Charter (see Corporate Governance Plan) that reflects its commitments and objectives and includes requirements for the Board to annually review performance against these objectives, as part of its annual performance assessment.</p> <p>( b ) Due to the current size and composition of the organisation, the Board does not consider it appropriate to provide measurable objectives in relation to gender. The Company is committed to ensuring that the appropriate mix of skills, experience, expertise and diversity are considered when employing staff at all levels of the organisation, and when making new senior executive and Board appointments, and is satisfied that the composition of employees, senior executives and members is appropriate considering its size and environment.</p>
<p><b>Recommendation 1.6</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and</p> <p>(b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Yes – 1.6(a)</p> <p>Yes – 1.6(b)</p>	<p>(a) The process for performance evaluation is set out in the Company’s Corporate Governance Plan. The Nomination Committee (the full Board) will conduct this process. At this point in time, given the size of the Board, the Board does not consider that the Company will benefit from a separate Nomination Committee and therefore the full Board is responsible for evaluating the performance of the Board and individual directors on an annual basis.</p> <p>(b) An evaluation of the Board was undertaken during the current reporting period.</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
<p><b>Recommendation 1.7</b> A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.</p>	<p>Yes – 1.7(a) Yes – 1.7(b)</p>	<p>(a) The Remuneration Committee is responsible for evaluating the performance of senior executives on an annual basis in accordance with the Company’s Performance Evaluation Procedures as set out in the Corporate Governance Plan. Given the current size of the Board, the full Board assumes the role of the Remuneration Committee.</p> <p>(b) An evaluation of the senior executives was undertaken during the current reporting period.</p>
<b>PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE</b>		
<p><b>Recommendation 2.1</b> The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director;</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.</p>	<p>2.1(a)- Partial 2.1(b) - Yes</p>	<p>(a) The Board has determined that given the current size of the Board and the Company’s existing operations, the function of the Nomination Committee is most efficiently carried out with full Board participation and accordingly, the Company has elected not to establish a separate Nomination Committee at this stage.</p> <p>As a result, the duties that would ordinarily be assigned to the Nomination Committee under the Nomination Committee Charter (set out in the Corporate Governance Plan) are carried out by the full Board.</p> <p>(b) The Board will devote time at Board meetings to discuss Board succession issues on at least one occasion each financial year. Succession issues have also been discussed by the directors during their performance evaluation process. All members of the Board are to be involved in the Company’s nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
<p><b>Recommendation 2.2</b></p> <p>A listed entity should have and disclose a Board skill matrix setting out the skills and diversity that the Board currently has or is looking to achieve in its membership.</p>	Yes	<p>The Board of the Company is comprised of directors with a broad range of technical, operational, commercial, financial and other skills, experience and knowledge relevant to overseeing the business of the Company.</p> <p>The Company has a board skills matrix which is at Annexure A to this Corporate Governance Statement.</p>
<p><b>Recommendation 2.3</b></p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the Board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the Board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Yes	<p>(a) The current independent directors are Paul McKenzie, Valentine Chitalu and Graeme Robertson.</p> <p>(b) Details of the directors' interests, positions associations and relationships are provided in the annual report.</p> <p>(c) The appointment date and length of service for each director is disclosed in the annual report.</p>
<p><b>Recommendation 2.4</b></p> <p>A majority of the Board of a listed entity should be independent directors.</p>	Yes	<p>The Board Charter requires that, where practical, the majority of the Board will be independent. The current independent directors are Paul McKenzie, Valentine Chitalu and Graeme Robertson. Therefore, the majority are independent.</p>
<p><b>Recommendation 2.5</b></p> <p>The chair of the Board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	Yes	<p>The chair of the Board, Paul McKenzie, is an independent director. The chair is not the same person as the CEO.</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
<p><b>Recommendation 2.6</b></p> <p>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.</p>	Yes	<p>The Company's program for the induction of new directors is tailored to each new director depending on their personal requirements, background skills, qualifications and experience and includes meetings with management of the Company, the provision of a formal letter of appointment and an induction pack containing sufficient information to allow the new director to gain an understanding of the business of the Company and the roles, duties and responsibilities of directors.</p> <p>All directors are expected to maintain the skills required to effectively discharge their obligations to the Company. All directors are also encouraged to undergo continual professional development and, subject to prior approval by the Chair, all directors have access to numerous resources and professional development training to address any skills gaps.</p>
<b>PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY</b>		
<p><b>Recommendation 3.1</b></p> <p>A listed entity should articulate and disclose its values.</p>	Yes	<p>The Company has specifically articulated and disclosed its values in its Corporate Code of Conduct contained within the Corporate Governance Plan.</p>
<p><b>Recommendation 3.2</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.</p>	Yes	<p>(a) The Company's Code of Conduct applies to the Company's directors, senior executives and employees. The Company's Code of Conduct is available on the Company's website.</p> <p>(b) Any material breaches of the Code of Conduct are reported to the Board or a committee of the Board via the appropriate channels.</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
<p><b>Recommendation 3.3</b></p> <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>	<p>Yes</p>	<p>(a) The Company has a Whistle blower Policy. This is contained in the Company’s Corporate Governance Plan. The Company is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. The Company’s Board of directors, management and employees are dedicated to high ethical standards and recognise and support the Company’s commitment to compliance with these standards. Any material breaches of the Whistleblower Protection Policy are to be reported to the Whistleblower Protection Officer, a relevant Supervisor/Senior Manager, the Chair, any member of the Board, or the Company Secretary (as appropriate). Reports can be made by email, telephone or in person. In certain cases, the disclosing party may feel more comfortable making an anonymous disclosure.</p> <p>(b) The Company is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. The Company’s Board of directors, management and employees are dedicated to high ethical standards and recognise and support the Company’s commitment to compliance with these standards. Any material breaches of the Whistleblower Protection Policy are to be reported to the Whistleblower Protection Officer, a relevant Supervisor/Senior Manager, the Chair, any member of the Board, or the Company Secretary (as appropriate). Reports can be made by email, telephone or in person. In certain cases, the disclosing party may feel more comfortable making an anonymous disclosure</p>
<p><b>Recommendation 3.4</b></p> <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>	<p>Yes</p>	<p>(a) The Company has an Anti-Bribery and Corruption Policy which is available on the Company’s website. The Policy outlines the Company’s commitment to fair and legal business practices, anti- bribery and corruption.</p> <p>(b) Any material incidents related to Bribery or Corruption will be reported to the Board.</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
<b>PRINCIPLE 4: SAFEGUARD INTEGRITY IN FINANCIAL REPORTING</b>		
<p><b>Recommendation 4.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(ii) 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>(iii) the charter of the committee;</li> <li>(iv) the relevant qualifications and experience of the members of the committee; and</li> <li>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> <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 financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>4.1(a) – Partial</p> <p>4.1(b) - Yes</p>	<p>(a) The Company does not have a separate Audit and Risk Committee. The full Board assumes the responsibility of considering and assessing matters pertaining specifically to audit and risk.</p> <p>(b) The full Board assumes the responsibility of considering and assessing matters pertaining specifically to audit and risk. Given the size of the Board and the Company, the Board does not consider that the Company will benefit from a separate Audit and Risk Committee and is satisfied that it is appropriate for the full Board to carry out these duties. The Company discloses its processes for verifying the integrity of its financial and risk reporting in the Audit and Risk Committee Charter contained in the Company’s Corporate Governance Plan.</p>



Principle and Recommendations	Comply (Yes/No)	Explanation
<p><b>Recommendation 4.2</b></p> <p>The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that 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>	Yes	<p>The Company's Audit and Risk Committee (assumed by the Board in full) is responsible for ensuring that before the Board approves the Company's financial statements for a financial period, the Company receives from its CEO and CFO a declaration that the financial records of the Company 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> <p>The Company has received a signed declaration from the Managing Director, Lindsay Reed and CFO, Blair Snowball in relation to the FY2025 Annual Report.</p>
<p><b>Recommendation 4.3</b></p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	Yes	<p>The Board and Company Secretary are responsible for reviewing all communications to the market to ensure they are full and accurate and comply with the Company's obligations.</p>
<b>PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE</b>		
<p><b>Recommendation 5.1</b></p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	Yes	<p>The Company has adopted a Continuous Disclosure Policy which details the processes and procedures which have been adopted by the Company to ensure that it complies with its continuous disclosure obligations as required under the ASX Listing Rules and other relevant legislation.</p> <p>The Continuous Disclosure Policy is set out in the Company's Corporate Governance Plan.</p>
<p><b>Recommendation 5.2</b></p> <p>A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.</p>	Yes	<p>All announcements are circulated to the Board before (if material) or immediately after release to the market (if not material).</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
<p><b>Recommendation 5.3</b></p> <p>A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</p>	Yes	<p>Under the Company's Continuous Disclosure Policy, any written materials containing new price sensitive information to be used in investor presentations are lodged with ASX prior to the presentation commencing.</p>
<b>PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS</b>		
<p><b>Recommendation 6.1</b></p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	Yes	<p>Shareholders can access information about the Company and its governance (including its Constitution, Corporate Governance Plan and Corporate Governance Statement) on the Company's website.</p>
<p><b>Recommendation 6.2</b></p> <p>A listed entity should have an investor relations program to facilitate effective two-way communication with investors.</p>	Yes	<p>The Company has adopted a Shareholder Communications Strategy which aims to promote and facilitate effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to Shareholders, including by its website, through announcements released to the ASX, its annual report and general meetings. Shareholders are also welcome to contact the Company or its registrar.</p> <p>The Company's Shareholder Communications Strategy is contained in the Company's Corporate Governance Plan.</p>
<p><b>Recommendation 6.3</b></p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	Yes	<p>Shareholders will be encouraged to participate at all general meetings of the Company by written statement contained in every notice of meeting sent to shareholders prior to each meeting.</p> <p>The Company intends to accommodate shareholders who are unable to attend general meetings in person by accepting votes by proxy.</p> <p>Further, any material presented to shareholders at the meeting will be released to the ASX immediately prior to the commencement of the meeting for the benefit of those shareholders who are unable to attend in person. The Company will also announce to the ASX the outcome of each meeting immediately following its conclusion.</p> <p>At each general meeting, shareholders will be given an opportunity to ask questions in relation to the resolutions put to shareholders at that</p>

		<p>meeting, and in respect of the Company's business and operations generally.</p> <p>At each annual general meeting, shareholders will also be invited by the Chair to ask questions of the Company's external auditor and the Board in relation to the annual financial report of the Company and the conduct of the audit.</p>
<p><b>Recommendation 6.4</b></p> <p>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	Yes	All substantive resolutions at shareholder meetings will be decided by a poll rather than a show of hands.
<p><b>Recommendation 6.5</b></p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	Yes	The Shareholders Communication Strategy sets out the policies and processes the Company has in place to facilitate and encourage participation at meetings of security holders including receiving communications electronically.

Principle and Recommendations	Comply (Yes/No)	Explanation
<b>PRINCIPLE 7: RECOGNISE AND MANAGE RISK</b>		
<p><b>Recommendation 7.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director,</li> </ul> <p>and disclose:</p> <ul style="list-style-type: none"> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p>	<p>7.1(a) – Partial 7.1(b) - Yes</p>	<p>(a) The Company does not have a separate Audit and Risk Committee. The full Board assumes the responsibility of considering and assessing matters pertaining specifically to audit and risk.</p> <p>(b) The full Board assumes the responsibility of considering and assessing matters pertaining specifically to audit and risk. Given the size of the Board and the Company, the Board does not consider that the Company will benefit from a separate Audit and Risk Committee and is satisfied that it is appropriate for the full Board to carry out these duties. The Company discloses its processes for verifying the integrity of its financial and risk reporting in the Audit and Risk Committee Charter contained in the Company's Corporate Governance Plan. The Company's risk management framework and relevant risks are discussed and assessed at Company Board meetings and at other times as required.</p>
<p><b>Recommendation 7.2</b></p> <p>The Board or a committee of the Board should:</p> <p>(a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>Yes</p>	<p>The Company's process for risk management and internal compliance is set out in its Risk Management Policy and includes a requirement to identify and measure risk, monitor the environment for emerging factors and trends that affect these risks, formulate risk management strategies and monitor the performance of risk management systems. The Company's Board is responsible for the review of the Company's risk management procedures, internal compliance and controls on an annual basis.</p> <p>(a) The Company performed reviews of its risk management framework on an ongoing basis throughout the period.</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
<p><b>Recommendation 7.3</b></p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>7.3(a) – No</p> <p>7.3(b) - No</p>	<p>(a) Due to the size and nature of the Company’s operations, the Company does not consider it necessary to establish a formal internal audit function at this stage. The Audit and Risk Committee, being the full Board, will however, monitor the need for a formal internal audit function as the Company develops.</p> <p>(b) The effectiveness of the Company’s risk management and internal control processes is subject to annual review by the Audit and Risk Committee, being the full Board, although a full review was not conducted in the period.</p>
<p><b>Recommendation 7.4</b></p> <p>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.</p>	<p>Yes</p>	<p>The Company’s Risk Management Policy details the Company’s risk management systems which assist in identifying and managing potential or apparent business, economic, environmental and social sustainability risks (where appropriate).</p> <p>The Company has made disclosures in relation to potential environmental risks in the Annual Report.</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
<b>PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY</b>		
<p><b>Recommendation 8.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have a Remuneration Committee which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director,</li> </ul> <p>and disclose:</p> <ul style="list-style-type: none"> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> <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>	<p>7.1(a) - Partial</p> <p>7.1(b)-Yes</p>	<p>(a) The Company does not have a separate Remuneration Committee. The full Board assumes the responsibility of considering and assessing matters pertaining specifically to remuneration.</p> <p>(b) The full Board assumes the responsibility of considering and assessing matters pertaining specifically to remuneration. Given the size of the Board and the Company, the Board does not consider that the Company will benefit from a separate Remuneration Committee and is satisfied that it is appropriate for the full Board to carry out these duties. The Company discloses its processes for remunerating which is contained in the Annual Report.</p>
<p><b>Recommendation 8.2</b></p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>Yes</p>	<p>The Company's policies and practices regarding the remuneration of non- executive and executive directors and other senior employees are set out in its Annual Report.</p> <p>Non-executive directors are remunerated at a fixed fee for time and may receive equity-based remuneration, subject to shareholder approval, where the Company believes the issue of securities will align the interests of the Company's non-executive Directors with those of shareholders. There are no documented agreements providing for termination or retirement benefits to non-executive directors.</p> <p>Performance incentives may include performance bonus payments, shares and / or other appropriate equity securities granted at the discretion of the Board and subject to obtaining the relevant approvals.</p>

Principle and Recommendations	Comply (Yes/No)	Explanation
<p><b>Recommendation 8.3</b></p> <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>	Yes	<p>(a) The Company has an employee incentive scheme. The Remuneration Committee, being the full Board, is also responsible for granting permission, on a case by case basis, for scheme participants to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Scheme.</p> <p>(b) The Company's policy in this regard is set out in the Company's Remuneration Committee Charter, a copy of which is available in the Company's Corporate Governance Plan.</p>
<p><b>Recommendation 9.1</b></p>	N/A	
<p><b>Recommendation 9.2</b></p>	N/A	
<p><b>Recommendation 9.3</b></p>	N/A	

**MINBOS RESOURCES LIMITED**  
**ACN 141 175 493**  
**(COMPANY)**

**BOARD SKILLS MATRIX**

**Introduction**

This board skills matrix (“**Matrix**”) provides a guide as to the skills, knowledge, experience, personal attributes and other criteria appropriate that Minbos Resources Limited (“**Company**”) has or is looking to achieve in its Board membership. The board of the Company (“**Board**”) has identified this Matrix as a useful tool to assist with professional development initiatives for directors and for the Board’s succession planning.

The Board seeks directors with an appropriate range of skills, knowledge, diversity, independence and an understanding of, and competence to deal with, current and emerging issues of the business.

This Matrix helps guide the assessment of the skills and diversity that the Board has or is looking for and assists to identify any gaps in skills that the Board seeks of current directors, or that may be required going forward, as part of the Company’s broader board renewal and succession process.

The Matrix will be reviewed and approved on an annual basis, to ensure the Board remains aligned with both the organisation’s needs and emerging business and governance issues relevant to the Company, both from a compliance and industry perspective.

This Matrix has been designed in accordance with the ASX Corporate Governance Principles and Recommendations, 4th Edition.



<b>Skill</b>	<b>Requirements overview</b>	<b>Present on Board (Y/N)</b>
<b>Risk &amp; Compliance</b>	Identify key risks to the organisation related to each key area of operations. Ability to monitor risk and compliance and knowledge of legal and regulatory requirements.	Y
<b>Financial &amp; Audit</b>	Experience in accounting and finance to analyse statements, assess financial viability, contribute to financial planning, oversee budgets, oversee funding arrangements.	Y
<b>Strategy</b>	Ability to identify and critically assess strategic opportunities and threats to the organization. Develop strategies in context to our policies and business objectives.	Y
<b>Policy Development</b>	Ability to identify key issues for the organisation and develop appropriate policy parameters within which the organization should operate.	Y
<b>Technology</b>	Knowledge of IT governance including privacy, data management and security.	Y
<b>Executive Management</b>	Experience in evaluating performance of senior management and oversee strategic human capital planning. Experience in industrial relations and organizational change management programmes.	Y
<b>Industry Specific</b>	Experience and knowledge with respect to the industry/business areas in which the Company operates.	Y
<b>Leadership</b>	Make decisions and take necessary actions in the best interest of the organisation and represent the organisation favourably. Analyse issues and contribute at board level to solutions.	Y
<b>Ethics and Integrity</b>	Understand role as director and continue to self-educate on legal responsibility, ability to maintain board confidentiality, declare any conflicts.	Y
<b>Contribution</b>	Ability to constructively contribute to board discussions and communicate effectively with management and other directors.	Y
<b>Negotiation</b>	Possess excellent negotiation skills, with the ability to drive stakeholder support for board decisions.	Y
<b>Crisis Management</b>	Ability to constructively manage crisis, provide leadership around solutions and contribute to communications strategy with stakeholders.	Y
<b>Diversity</b>	Equal gender representation should be a priority as diversity leads to better board outcomes.	N
<b>Previous Board Experience</b>	The Board's directors should have extensive director experience and have completed formal training in governance and risk.	Y