

**Marquee Resources Limited**  
**Corporate Governance Statement**

The Board sets out below its “if not why not” report in relation to those matters of corporate governance where the Company’s practices depart from the Recommendations.

<b>Recommendation</b>		<b>Current Practice</b>
1.1	A listed entity should disclose: <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>	Satisfied. The functions reserved for the Board and delegated to senior executives have been established. The Board has a formal Board Charter which is available on our website <a href="https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf">https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf</a>
1.2	A listed entity should: <ul style="list-style-type: none"> <li>a. Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate 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>	Satisfied. The Board facilitates the selection and appointment of Directors. Background checks are undertaken. All material information in our possession that is relevant is provided via Notice of Meeting and other information contained the 2019 Annual Report
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Satisfied. Agreements are in place.
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 proper functioning of the board.	Satisfied. The Board is supported by the Company Secretary, whose role includes supporting the Board on governance matters, assisting with the Board with meetings. The Board has direct access to its Company Secretary. Under the company’s governance framework, the Company Secretary is accountable to the Board and the Board is responsible for the appointment of the company secretary.
1.5	A listed entity should: <ul style="list-style-type: none"> <li>a. Have a diversity policy;</li> <li>b. Disclose that policy or a summary of it;</li> <li>c. Disclose the measurable objectives for achieving gender diversity and the its progress towards achieving them; and</li> <li>d. The respective proportions of men and women.</li> </ul>	a) Satisfied b) Available on MQR website <a href="https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf">https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf</a> c) Not satisfied. The measurable objectives are yet to be set. d) Board – 100% men; Senior Executives – 75% men; whole organisation (which is made up 4 people) – 75% men.
1.6	A listed entity should: <ul style="list-style-type: none"> <li>a. Have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> </ul>	a) Satisfied. Chairman conducts review annually on an informal basis.

<b>Recommendation</b>		<b>Current Practice</b>
	b. Disclose whether performance evaluations were undertaken.	b) Not satisfied. The Company does not have a formal process for the evaluation of the performance of the Board and as such does not comply with Recommendation 1.6 of the Corporate Governance Council. The Board is of the opinion that the competitive environment in which the Company operates will effectively provide a measure of the performance of the Directors. In addition, the Chairman assesses the performance of the Board on an informal basis
1.7	A listed entity should: <ul style="list-style-type: none"> <li>a. Have and disclose a process for periodically evaluating the performance of senior management; and</li> <li>b. Disclose whether performance evaluations were undertaken.</li> </ul>	a) Satisfied. Conducted annually by the Chairman on an informal basis b) Not satisfied. The Company does not have a formal process for the evaluation of the performance of the Senior Executives and as such does not comply with Recommendation 1.7 of the Corporate Governance Council. The Board is of the opinion that the competitive environment in which the Company operates will effectively provide a measure of the performance of the Directors. In addition, the Chairman assesses the performance of key executives on an informal basis
2.1	A listed entity should have a nomination committee which: <ul style="list-style-type: none"> <li>- Consists of at least 3 members, a majority of whom are independent directors;</li> <li>- Is chaired by an independent director;</li> </ul> And disclose: <ul style="list-style-type: none"> <li>- The charter of the committee;</li> <li>- The members of the committee</li> <li>- The number of times the committee met and individual attendance at those meetings</li> </ul> If it does not have a nomination committee disclose that fact and the process it follows to address that role.	Not Satisfied. In view of small size of the Company, the Board has not formally constituted a Nomination Committee. The role of the committee is undertaken by the full board. The Remuneration Policy is available on the Company's website <a href="https://www.marqueerесources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf">https://www.marqueerесources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf</a>
2.2	A listed entity should have and disclose a board skills matrix.	Not Satisfied. Whilst the Board does not currently have a formal board skills matrix, the Board ensures that the Company engages appropriately skilled and experienced managers/directors to operate the company's operations. Full details of each Director's relevant skills and experience are set out in the Company's 2019 Annual Report.
2.3	A listed entity should disclose: <ul style="list-style-type: none"> <li>- The names of the directors considered by the board to be independent directors and length of service.</li> <li>- If a director has an interest / association / relationship that meets the factors of assessing independence.</li> </ul>	Mark Ashley – Independent Non executive Chairman. Appointed 13 March 2017 George Henderson – Independent Non executive Director. Appointed 21 Feb 2018 John Daniel Moore – Independent Non-executive Director appointed 5 Sep 2019.

<b>Recommendation</b>		<b>Current Practice</b>
	<ul style="list-style-type: none"> <li>- length of services of each director</li> </ul>	<p>Charles Thomas – Managing Director. Appointed 30 November 2016</p> <p>The Board considers that Mr Ashley, Mr Henderson and Mr Moore are free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with the exercise of their unfettered and independent judgement and is able to fulfil the role of independent director for the purpose of the recommendations.</p>
2.4	A majority of the board should be independent directors.	Satisfied. Three of the Directors are independent directors.
2.5	The chair should be an independent director. The roles of Chair and Chief Executive Officer should not be exercised by the same individual.	Satisfied Current Chair Mr Mark Ashley is an independent director
2.6	A listed entity should have a program for inducting new directors.	Satisfied.
3.1	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>- have a code of conduct; and</li> <li>- disclose the code or a summary of it.</li> </ul>	<p>Satisfied.</p> <p>The Code of Conduct is available on the MQR website <a href="https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf">https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf</a></p>
4.1	<p>The board of a listed entity should have an audit committee which:</p> <ul style="list-style-type: none"> <li>- Has at least three members all of whom are non-executive directors and a majority of independent directors; and</li> <li>- Is chaired by an independent chair, who is not chair of the board.</li> </ul> <p>Disclose:</p> <ul style="list-style-type: none"> <li>- The charter of the committee;</li> <li>- The relevant member qualifications;</li> <li>- The number of times the committee met and individual attendance at those meetings</li> </ul>	<p>Not Satisfied, however the full Board undertakes the responsibilities of an Audit committee.</p> <p>The board has not established an audit committee as the role of the committee will be undertaken by the full board whilst the board consists of only 4 members.</p> <p>The audit committee charter is available on MQR website <a href="https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf">https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf</a></p>
4.2	The board should receive declarations for CEO & CFO in accordance with S.295A of corporations act before approving financial statements.	Satisfied.
4.3	A listed entity should ensure its external auditor attends its AGM.	Satisfied.
5.1	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>- Have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</li> </ul>	<p>Satisfied.</p> <p>Continuous disclosure policy is available on the MQR website <a href="https://www.marqueeresources.com.au/wp-">https://www.marqueeresources.com.au/wp-</a></p>

<b>Recommendation</b>		<b>Current Practice</b>
	<ul style="list-style-type: none"> <li>- disclosure that policy or a summary of it.</li> </ul>	<a href="content/uploads/2017/09/Corporate-Governance-Policies.pdf">content/uploads/2017/09/Corporate-Governance-Policies.pdf</a>
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<p>Satisfied.</p> <p>Available on the MQR website.  <a href="https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf">https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf</a></p>
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	<p>Satisfied. Refer to MQR website  <a href="https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf">https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf</a></p>
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	<p>Satisfied. Refer to MQR website  <a href="https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf">https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf</a></p>
6.4	A listed entity should give security holders the option to receive communications from, and send communication to, the entity and its security registry electronically.	<p>Satisfied. Refer to MQR website  <a href="https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf">https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf</a></p>
7.1	<p>The board of a listed entity should have a committee to oversee risk, which:</p> <ul style="list-style-type: none"> <li>- Has at least three members all of whom are non-executive directors and a majority of independent directors; and</li> <li>- Is chaired by an independent chair, who is not chair of the board.</li> </ul> <p>Disclose:</p> <ul style="list-style-type: none"> <li>- The charter of the committee;</li> <li>- The members of the committee; and</li> <li>- The number of times the committee met and individual attendance at those meetings</li> </ul> <p>If it does not have a risk committee disclose that fact and the process it follows to address that role.</p>	<p>The board has not established a risk committee as the role of the committee will be undertaken by the full board whilst the board consists of only 4 members.</p> <p>The company has established policies for the oversight and management of material business risks.</p> <p>Risk management framework is reviewed at Board level at each Board meeting.</p> <p>The Audit and Risk Management Committee Charter is available on the MQR website  <a href="https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf">https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf</a></p>
7.2	<p>The board or a committee of the board should:</p> <ul style="list-style-type: none"> <li>- Review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</li> <li>- Disclose whether such a review has taken place.</li> </ul>	<p>Satisfied. The Group's risk framework is supported by the Board of Directors. The Board is responsible for approving and reviewing the Company's risk management framework. The Board continually monitors the Company's risk management framework.</p>
7.3	<p>A listed entity should disclose:</p> <ul style="list-style-type: none"> <li>- If has an internal audit function, how the function is structured and what role it performs;</li> </ul>	<p>The entity does not have an internal audit function as the Board does not consider it necessary due to the size of the company. Board continually assess, evaluate and</p>

<b>Recommendation</b>		<b>Current Practice</b>
	<ul style="list-style-type: none"> <li>- If it does not have an internal audit function, disclose that fact and the process it follows to address that function.</li> </ul>	where necessary improve the effectiveness of its risk management and internal control processes.
7.4	The entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks, and if it does, how it manages those risks.	<p>The Company is not subject to any particular or significant single economic, environmental and social sustainability risk. The Company is subject to a range of general economic risks, including commodity prices, macro-economic risks, government policy, general business conditions, changes in technology and many other factors.</p> <p>The Board does not believe the Company has any material exposure to economic and social sustainability risks at the present time. It mitigates economic risk by the Company evaluating investment opportunities in commodities with a strong outlook on an ongoing basis.</p>
8.1	<p>The board of a listed entity should:</p> <ul style="list-style-type: none"> <li>- have a remuneration committee which has at least three members all of whom are non-executive directors and a majority of independent directors; and</li> <li>- is chaired by an independent director; and</li> </ul> <p>Disclose:</p> <ul style="list-style-type: none"> <li>- The charter of the committee;</li> <li>- The members of the committee; and</li> <li>- The number of times the committee met and individual attendance at those meetings</li> </ul> <p>If it does not have a remuneration committee disclose that fact and the process it follows to address that role.</p>	<p>Not Satisfied.</p> <p>The board has not established a remuneration and nomination committee as the role of these committees are undertaken by the full board whilst the board comprises 4 members.</p> <p>The remuneration policy is disclosed on the MQR website <a href="https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf">https://www.marqueeresources.com.au/wp-content/uploads/2017/09/Corporate-Governance-Policies.pdf</a></p>
8.2	Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.	Satisfied. The Board is currently responsible for determining and reviewing remuneration policies for the Directors and senior executives. Details of the Company's remuneration practises for its Directors are disclosed in the Remuneration Report in the Company's Annual Report.
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <ul style="list-style-type: none"> <li>- Have a policy on whether participants are permitted to enter into transactions which limit the economic risk of participating in the scheme;</li> </ul> <p>Disclose that policy or a summary of it.</p>	There is no policy. To be implemented if and when it becomes applicable.