

2021 Corporate Governance Statement



Corporate Governance Statement

The Board of R3D Resources Limited (R3D Resources or the Company) draws on relevant best practice principles, particularly those issued by the Australian Securities Exchange (ASX) Corporate Governance Council's fourth edition of the publication, "Corporate Governance Principles and Recommendations", which was released on 27 February 2019 and is referred to for guidance purposes. While the Company attempts to adhere to the principles proposed by the ASX, and the Directors believe that R3D Resources complies with the underlying guidelines of the ASX, it is mindful that there are some instances where compliance is not practicable for a company of its size. However, all listed companies are required to produce a corporate governance statement that discloses the extent to which the entity has followed the recommendations, and to identify any recommendations that have not been followed, the period during which they were not followed, the reasons for not doing so and any alternative governance practices that have been adopted in lieu of the recommendation.

This Corporate Governance Statement reports on the corporate governance principles and practices followed by the Company, in accordance with ASX Listing Rules 4.7.4 and 4.10.3, for the period from 1 July 2020 to 30 June 2021 (i.e. the recent reporting period). However, it is noted that the Company commenced a process of finding a new business early in the recent reporting period, and identified the acquisition of Tartana Resources Limited (Tartana) and announced the proposed merger in December 2020. Accordingly, the 2021 Corporate Governance Statement comments on the gradual adoption of the corporate governance practices of R3D Resources and Tartana. R3D Resources' Board reviewed the recommendations and the Company's 2021 Corporate Governance Statement on 28 October 2021, and approved it on this date. In certain instances R3D Resources was already achieving the standards required. In other cases the Company has considered other arrangements to enable compliance. In a number of instances, R3D Resources has determined not to meet the standards set out in the recommendations, largely due to the recommendation being considered by the Board to be unduly onerous and costly for a company of its size, and its stage of development.

The Board is responsible for the overall corporate governance of the Company. Issues of substance affecting R3D Resources are considered by the full Board, with advice from the Board's Committees, senior management and other external advisors as required. Each Director brings an independent view and judgement to the Board, and must promptly declare all conflicts of interest. Directors do not participate in discussions or resolutions pertaining to any matter in which they have a material personal interest unless the non-conflicted Directors have separately agreed to their participation.

The responsibilities of the Board are set down in R3D Resources' Board Charter, which is available on the Company's website, along with all of its Charters and Policies, located in the About Us section of R3D Resources' website under Policies (<https://tartanaresources.com.au/about-us/policies>).

Board Committees

The Board has established two Committees to assist it in fulfilling its responsibilities, being the:

- (a) Audit and Risk Committee; and
- (b) Remuneration Committee;

These Committees have the responsibilities described in their Committee Charters, with (a) and (b) having been prepared with regard to the ASX Recommendations, which were adopted by R3D Resources and can be found on its website in the About Us section under Policies. The Board may also establish other committees from time-to-time to assist in the discharge of its responsibilities.

Corporate Governance Principles

R3D Resources has also adopted these policies, charters, code and statement, which are available on the Company's website:

Share Trading Policy

This policy's intention is to ensure that Directors, officers and other company personnel do not make improper use of "price sensitive information" gained through their position in the Company. This is consistent with the insider prohibition in the Corporations Act, 2001.;

Diversity Policy

This policy applies to all employment levels of the Company, including professional consultants. The Company seeks to employ, retain and develop employees for the long-term, assisting in their development and the development of the culture and values of the Company.;

Continuous Disclosure Policy

This policy presents an overview of the Disclosure requirements under the ASX Listing Rules, and the Company's policy and procedures to safeguard compliance with those requirements to ensure accountability at a senior executive level for that compliance.;

Shareholder Communications Policy

This policy sets out the standards and the requirements of R3D Resources in relation to communicating with its shareholders.;

Anti-Bribery and Corruption Policy

This policy has been created to provide clarity to all employees on the expectations of R3D Resources, and its commitment to complying with the laws and regulations of the countries within which it operates, and ensuring that all business is conducted ethically and in accordance with its values.;

Whistleblower Policy

This policy provides an overview of the provisions under Applicable Whistleblowing Legislation, and aims to deter wrongdoing at R3D Resources and the Group by encouraging the reporting of such wrongdoing through the provision of safe and secure processes, which protect and support individuals who disclose wrongdoing.;

Code of Conduct

This policy sets out R3D Resources’ responsibility and accountability, company records, responsibility to shareholders, responsibility to employees, responsibility to the community, commitment and quality, confidentiality and use of knowledge and position, conflict of interests, and compliance with laws.;

Environmental and Social Charter

This policy explains the corporate responsibility R3D Resources is committed to conducting in its operations and activities in harmony with the environment and community, and wherever practicable to work in collaboration with communities and government institutions in decision-making and activities for effective, efficient and sustainable solutions.;

Statement of Values

This statement defines the key objective of the Company, being to deliver value to shareholders, which involves: performance; safety, environment and community; teamwork; respect; and governance.

Compliance with the Fourth Edition of the ASX Corporate Governance Council’s Principles and Recommendations

The Company is required to report its compliance with, and departures from, the ASX Recommendations in its annual Corporate Governance Statement released to ASX and included on R3D Resources’ website at <https://tartanareources.com.au/about-us/corporate-governance>. The Company’s compliance with, and departures from, the ASX Recommendations are set out below.

ASX Corporate Governance Principles and Recommendations (4th Edition)	Compliance	Explanation
<p>Recommendation 1.1</p> <p>A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>Partially</p>	<p>R3D Resources has disclosed the respective roles and responsibilities of its Board, and the functions reserved to the Board, in its Board Charter, which can be found on its website in the About Us section under Policies. Due to the merging of Tartana and R3D Resources during the recent reporting period, the Board Charter is still to be added to, including in regard to the respective roles and responsibilities of management, and the matters expressly reserved to those delegated to management. This will take place in the current reporting period.</p>
<p>Recommendation 1.2</p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(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.</p>	<p>Yes</p>	<p>R3D Resources undertakes a number of checks before appointing a director or senior executive, or putting someone forward for election as a director and provides shareholders with material information relevant to a decision on whether or not to elect or re-elect a director.</p> <p>R3D Resources’ Board ensures that appropriate checks and references are undertaken for new Directors and key executives, and that effective induction and education procedures exist for new Board appointees and key executives. These include checks as to the person’s character, experience and education.</p> <p>Information provided to security holders in the Notice of Meeting includes: biographical details and the skills the candidates bring to the Board; details of any other material directorships currently held by the candidate; in the case of a candidate standing for election as a Director for the first time, any material adverse information revealed by the checks that R3D Resources has performed about the Director, details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally, and if the Board considers that the candidate will, if elected, qualify as an independent Director, a statement to that effect; in the case of a candidate standing for re-election as a Director, the date of appointment as a Director and if the Board considers the Director to be an independent Director, a statement to that effect and a statement by the Board as to whether or not it supports the election or re-election of the candidate.</p> <p>A candidate for appointment or election as a Non-Executive Director must provide the Board with the information above and a consent for R3D Resources to conduct any background or other checks the Company would ordinarily conduct. The candidate must also provide</p>

		<p>details of his or her other commitments and an indication of time involved, and specifically acknowledge to R3D Resources that he or she will have sufficient time to fulfil his or her responsibilities as a Director.</p>
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>Partially</p>	<p>The Company has a procedure of obtaining a written agreement with each Director and senior executive setting out their terms of appointment. Certain agreements are currently being revised and updated. These agreements take the form of letters of appointment for all Directors and additional service contracts in the case of Executive Directors or other senior executives.</p> <p>For each Non-Executive Director, the letter of appointment generally sets out the following: the terms of appointment; the time commitment envisaged, including any expectations regarding involvement with committee work and any other special duties attaching to the positions; remuneration, including superannuation entitlements; the requirement to disclose Directors’ interests and any matters that may affect Directors’ independence; the requirement to comply with key corporate policies, including R3D Resources’ Code of Conduct, and its Share Trading Policy; R3D Resources’ policy on when Directors may seek independent professional advice at the expense of R3D Resources (which is generally whenever Directors, especially Non-Executive Directors, judge such advice necessary for them to discharge their responsibilities as Directors); indemnity and insurance arrangements; ongoing rights of access to corporate information; and ongoing confidentiality obligations.</p> <p>In the case of Executive Directors or other senior executives, the agreements generally set out the information above (to the extent applicable), as well as: descriptions of their positions, duties and responsibilities; the persons or bodies to whom they report; the circumstances in which their services may be terminated; and any entitlements on termination.</p> <p>The Company is required under the ASX Listing Rules to disclose the material terms of any employment, service or consultancy agreement it or a subsidiary enters into with its Managing Director (or equivalent), any of its Directors, and any other person or entity who is a related party of its Managing Director or any of its Directors. It is also required to disclose any material variation to such an agreement.</p>
<p>Recommendation 1.4</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>	<p>Yes</p>	<p>The Company Secretary of R3D Resources is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. The Company Secretary plays an important role in supporting the effectiveness of the Board and its Committees.</p> <p>The role of the Company Secretary includes advising the Board and its Committees on governance matters; monitoring that Board and Committee policies and procedures are followed; co-ordinating, with the Executive Directors, the timely completion and despatch of Board and Committee papers; ensuring that the business at Board and Committee meetings is accurately captured in the minutes; and helping to organise and facilitate the induction and professional development of Directors.</p> <p>Each Director is able to communicate directly with the Company Secretary and vice versa. The decision to appoint or remove a Company Secretary is made or approved by the Board.</p>

<p>Recommendation 1.5</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>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity’s progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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>	<p>Partially</p>	<p>R3D Resources’ workforce, including employees, contractors, management and the Board, is made up of individuals with diverse skills, values, backgrounds and experiences that bring to R3D Resources the skills and expertise that are required for the Company to enhance its performance. R3D Resources values diversity and recognises the benefit it can bring in achieving R3D Resources’ goals. To this end, R3D Resources has a Diversity Policy that reflects its commitments and objectives, and includes requirements for the Board, or Remuneration and Nomination Committee to assess (at least annually) the measurable objectives for achieving gender diversity and the progress in achieving them.</p> <p>A copy of R3D Resources’ Diversity Policy can be found on its website in the About Us section under Policies.</p> <p>Due to the current early stage, size and composition of the organisation, the Board does not consider it appropriate to provide specific 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. R3D Resources has the objective to improve the current ratio of women to men with its proposed staff recruitment as soon as the scale of its operations allows.</p> <p>The respective proportions of men and women on the Board, in senior executive positions and across the whole organisation are: there are no women on the Board, there are no women in senior executive positions and there are two women across the whole workforce. The Company has defined “senior executive” for these purposes as staff members who report to the Managing Director.</p>
<p>Recommendation 1.6</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 for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>No</p>	<p>R3D Resources adopted a process after the recent reporting period and merger with Tartana, and re-admission to trading on ASX, whereby its Directors are in the process of completing Board Evaluation Questionnaires that evaluate the performance of the Board, its committees and individual Directors. The Company will continue to assess the results derived from future Questionnaires, on at least an annual basis as part of the process for periodically evaluating the performance of the Board, its Committees and individual Directors.</p>
<p>Recommendation 1.7</p> <p>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 has been undertaken in accordance with that process during or in respect of that period.</p>	<p>No</p>	<p>During the recent reporting period a performance evaluation was not undertaken. Since the end of the recent reporting period and the reconstitution of the Board of Directors, following the takeover of Tartana, the Company has adopted a process for evaluating its senior executives at least once every reporting period. The responsibilities of the Board include ratifying senior executive appointments, organisational changes, and senior management remuneration policies and practices.</p>

<p>Recommendation 2.1</p> <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,</p> <p>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>	Partially	<p>The Board of R3D Resources has a joint Nomination and Remuneration Committee, which consists of three members, a majority of whom are independent Directors, and is chaired by an independent Director.</p> <p>The members of the Committee are:</p> <ul style="list-style-type: none"> • Mr Robert Waring, who is an independent and non-executive Director (Committee Chair) • Dr Stephen Bartrop, who is the Managing Director; • Mr Michael Thirnbeck, who is an independent and non-executive Director <p>Currently the Company has a Remuneration Committee Charter, which governs the composition, procedures and role of the Directors, and provides recommendations to assist the Board of Directors. The Charter is available on the Company's website in the About Us section under Policies. A combined Nomination and Remuneration Charter is currently being developed to include nomination matters, and will be uploaded to the Company's website when it has been finalised.</p> <p>During the recent reporting period, the Nomination and Remuneration Committee did not meet because of the reduced activities in that year, and nomination matters during the recent reporting period, when the Board was reconstituted, were instead carried out by the Board.</p>
<p>Recommendation 2.2</p> <p>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.</p>	Yes	R3D Resources has and discloses a Board Skills Matrix setting out the mix of skills and diversity that the Board currently has in its membership. The Board Skills Matrix is set out in Appendix 1 below. The Directors have reviewed the collective skills of the Board, and will continue to consider the mix in R3D Resources' professional development initiatives for Directors and in its Board succession planning.
<p>Recommendation 2.3</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 or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Yes	<p>The Board considers that Mr Richard Ash, Mr Michael Thirnbeck and Mr Robert Waring are free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of a Director's judgement, and are able to fulfil the role of independent directors for the purposes of the ASX Recommendations. The Board therefore considers these three Directors to be Independent Directors.</p> <p>Having regard to the indicators of independence set out in Box 2.3 of the ASX Recommendations, whilst Mr Robert Waring holds 1,971,000 Shares and 894,200 Options in the Company, the Directors do not consider this, nor his acting as Company Secretary, nor any previous executive appointments with Tartana to impact on his independence because his shareholding is less than 2% of the Company, and he provides professional company secretarial services to a number of listed and unlisted public companies other than R3D Resources.</p> <p>Dr Stephen Bartrop and Mr Bruce Hills are considered by the Board not to be Independent Directors, having regard to the indicators of independence set out in Box 2.3 of the ASX Recommendations.</p> <p>The length of service of each Director of R3D Resources as at the date of this Statement is as follows:</p> <ul style="list-style-type: none"> - Mr Richard Ash – three months, appointed on 14 July 2021 - Dr Stephen Bartrop – three months, appointed on 14 July 2021

		<p>(appointed to the Tartana Board on 31 January 2017)</p> <ul style="list-style-type: none"> - Mr Robert Waring – three months, appointed on 14 July 2021 (appointed to the Tartana Board on 9 July 2014) - Mr Bruce Hills – three months, appointed on 14 July 2021 (appointed to the Tartana Board on 19 September 2017) - Mr Michael Thirnbeck – seven years and ten months, appointed on 23 December 2013
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	Yes	The Board has a majority of independent Directors.
<p>Recommendation 2.5</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	The Chairman of the Board is an Independent Director and is not the same person as the Managing Director of the Company.
<p>Recommendation 2.6</p> <p>A listed entity should have a programme 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 has an induction process for new Board appointees and key executives, and for periodically reviewing whether or not 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> <p>Every new Director receives a Letter of Appointment accompanied by: a Director’s Deed of Access and Indemnity; information on R3D Resources’ policies and charters; and an induction meeting. The Board considers training to develop skills and experience of individual Board members in conjunction with its review of the Skills Matrix. In order to ensure the Directors are able to discharge their responsibilities properly, the Board has a process whereby Directors can obtain independent professional advice, to develop and maintain their skills and knowledge to perform their role as Directors, when necessary, at the expense of the Company.</p>
<p>Recommendation 3.1</p> <p>A listed entity should articulate and disclose its values.</p>	Yes	A copy of the Company’s Statement of Values is available on its website in the About Us section under Policies.
<p>Recommendation 3.2</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (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. 	Yes	<p>R3D Resources has a Code of Conduct that has been fully endorsed by the Board and applies to all Directors, senior executives and employees. The Code of Conduct is reviewed and updated as necessary to ensure it reflects the highest standards of behaviour and professionalism, and the practices necessary to maintain confidence in R3D Resources’ integrity, and to take into account legal obligations and reasonable expectations of R3D Resources’ stakeholders. The Company ensures that the Board is informed of any material breaches of this Code of Conduct.</p> <p>A copy of the Code of Conduct is available on the Company’s website in the About Us section under Policies.</p>
<p>Recommendation 3.3</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> 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. 	Yes	The Company has a Whistleblower Policy, which is available on the Company’s website in the About Us section under Policies that demonstrates the Company’s commitment to promote a culture of ethical corporate behaviour. The Board is informed of any material incidents reported under this Policy.
<p>Recommendation 3.4</p> <p>A listed entity should:</p>	Yes	The Company has an Anti-Bribery and Corruption Policy, which is available on the Company’s website in the About Us section under

<p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</p>		<p>Policies. The Policy outlines the Company's commitment to fair and legal business practices, and its stance on bribery and corruption.</p> <p>Any material incidents related to bribery or corruption will be reported to the Board.</p>
<p>Recommendation 4.1</p> <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>	<p>Yes</p>	<p>The Board of R3D Resources has a joint Audit and Risk Committee, which was established by the Board to review and monitor financial, audit and risk management processes and reporting.</p> <p>The Committee consists of the Company's three Independent Non-Executive Directors as follows:</p> <ul style="list-style-type: none"> • Mr Robert Waring (Committee Chairman, who is not the Chairman of the Board), experienced Company Secretary and Chartered Accountant; • Mr Richard Ash, very experienced in matters of risk, compliance and audit; and • Mr Michael Thirnbeck, very experienced in risk matters concerning exploration companies. <p>Two of the Directors of this Committee have considerable expertise in the area of accounting and financial controls, including the Chairman of the Committee, who the Board agreed was the most qualified for this role. More information on the relevant qualifications and experience of the members of the Committee can be found in the About Us section of the Company's website under Board Management and in the Company's Annual Report.</p> <p>The Charter of this Committee is available on the Company's website in the About Us section under Policies.</p> <p>This R3D Committee did not meet during the period as the level of the Company's activities did not warrant such a Committee meeting and the R3D Board considered audit matters. Tartana held two Audit and Risk Committee meetings during the period.</p>
<p>Recommendation 4.2</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, 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>	<p>Yes</p>	<p>Before it approves R3D Resources' financial statements for a financial period, the Board of R3D Resources receives assurance from the Managing Director and CFO, via 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 R3D Resources, and that their opinion is founded on a sound system of risk management and internal control, and that the system is operating effectively in all material aspects in relation to financial reporting risks.</p>
<p>Recommendation 4.3</p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases</p>	<p>Yes</p>	<p>The Managing Director, Executive Director 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. The Company's process for verifying the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor is set out as follows. Such reports are</p>

<p>to the market that is not audited or reviewed by an external auditor.</p>		<p>reviewed by the Board, which notes the receipt of the Managing Director and CFO Declarations on the accuracy of these reports. The Company prepares Quarterly Activity Reports and Quarterly Cash Flow Reports that are not subject to audit or review by the Company's external auditor. The Company's annual Directors' Report is not subject to assurance by R3D Resources' external auditor, other than the Remuneration Report and, accordingly, the Board of Directors validates that the report is accurate, balanced and understandable, and provides the market with appropriate information to make informed investment decisions.</p>
<p>Recommendation 5.1</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>	<p>Yes</p>	<p>The Company has a written policy, being its Continuous Disclosure Policy, which complies with its obligations under the ASX Listing Rules and is on R3D Resources' website in the About Us section of under Policies.</p> <p>The Board has designated the Company Secretary as the person responsible for overseeing and coordinating disclosure of information to the ASX, as well as communicating with the ASX.</p>
<p>Recommendation 5.2</p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>Yes</p>	<p>The Board approves market announcements before they are lodged with ASX. The Company then ensures that its Board receives copies of all announcements promptly after they have been released to the market. The Company Secretary has set up in ASXOnline all of the Directors' email addresses so that they automatically receive all ASX announcements once they have been released to the market.</p>
<p>Recommendation 5.3</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>	<p>Yes</p>	<p>Under the Company's Continuous Disclosure Policy, any written materials containing new price sensitive information to be used in investor presentations, and any new and substantive investor or analyst presentation, are lodged with ASX prior to the presentation commencing.</p> <p>Upon confirmation of receipt by ASX, the material is posted to the Company's website.</p>
<p>Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Yes</p>	<p>The Company provides information about itself and its corporate governance on its website.</p> <p>The About Us section of the Company's website contains a Company Overview section, a Corporate Governance section that contains R3D Resources' Corporate Governance Statement, a Board Management section, a Corporate Directory that includes contact details of R3D Resources' Share Registrar, the Company's Constitution, and a Policies section that contains R3D Resources' charters and policies.</p> <p>The Investor Centre section of the Company's website contains: News, Reports and Presentations, including ASX announcements such as the May 2021 Prospectus; Corporate Presentations; and Media Information. The Contact Us section provides shareholders and investors with R3D Resources' contact details.</p>
<p>Recommendation 6.2</p> <p>A listed entity should have an investor relations programme that facilitates effective two-way communication with investors.</p>	<p>Yes</p>	<p>R3D Resources has designed and implemented an investor relations programme to facilitate effective two-way communication with investors.</p> <p>The Company has a Shareholder Communications Policy, which is available on the Company's website in the About Us section under Policies.</p> <p>The Company actively engages with shareholders at its meetings of security holders, meeting with them upon request and responding to any enquiries they may make from time-to-time.</p>
<p>Recommendation 6.3</p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>Yes</p>	<p>R3D Resources has disclosed the processes it has in place to facilitate and encourage participation at meetings of security holders in its Shareholder Communications Policy, which is available on the Company's website in the About Us section under Policies.</p> <p>Written policies that R3D Resources has formed on security holder participation at meetings cover disclosure of price-sensitive information and ensure that the requirements of continuous disclosure are met. These written policies and procedures are</p>

		<p>designed to enable appropriate communication with, and participation by, shareholders. The Company views its meetings of shareholders as an important forum for two-way communication between R3D Resources and its security holders. They provide an opportunity for the Company to impart to security holders a greater understanding of its business, governance, financial performance and prospects, as well as to discuss areas of concern or interest to the Board and management. These meetings also provide an opportunity for security holders to express their views to R3D Resources' Board and management about any areas of concern or interest for them.</p>
<p>Recommendation 6.4</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	<p>Shareholders are able to vote on resolutions via the Share Registry Platform, or by submitting proxy forms as outlined in the Notice of Meeting.</p> <p>Voting on all resolutions at meetings of shareholders are decided by a poll.</p>
<p>Recommendation 6.5</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	<p>The Company gives security holders the option to receive communications from, and send communications to, R3D Resources and its security registry electronically.</p> <p>The Contact Us section of R3D Resources' website allows security holders to send a message to the Company or to subscribe to the Company's Mailing List to receive periodic email updates on R3D Resources' operations. In the About Us section of the Company's website under Corporate Directory security holders can find contact details for R3D Resources' Share Registrar, Computershare, including the email address and website link for Computershare.</p>
<p>Recommendation 7.1</p> <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,</p> <p>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>	Yes	<p>The Board of R3D Resources has a joint Audit and Risk Committee to review and monitor financial, audit and risk management processes and reporting, and oversee risk.</p> <p>The Committee consists of the three Independent Non-Executive Directors as follows:</p> <ul style="list-style-type: none"> • Mr Robert Waring (Committee Chairman), experienced company secretary and chartered accountant; • Mr Richard Ash, non-executive Chairman, independent director, very experienced in matters of risk, compliance and audit; and • Mr Michael Thirnbeck, non-executive, independent director, with experience in exploration risk management. <p>The Charter of the Committee is available on the Company's website in the About Us section under Policies.</p> <p>This R3D Committee did not meet during the period as the level of the Company's activities did not warrant such a Committee meeting and the R3D Board monitored risk matters. Tartana held two Audit and Risk Committee meetings during the period.</p>
<p>Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least</p>	Yes	<p>Management is responsible for designing, implementing and reporting on the adequacy of R3D Resources' risk management and internal control system. Management reports to the Audit and Risk Committee on R3D Resources' key risks and the extent to which it believes these risks are being monitored at each Committee meeting.</p>

<p>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>The Audit and Risk Committee reviews and monitors R3D Resources' risk management framework, and internal compliance and control systems, and makes sure that the Company is operating with due regard to the risk appetite set by the Board, at least annually to satisfy itself that it continues to be sound. This Committee will meet twice annually or more frequently if circumstances dictate and the Board includes, on its meeting agendas, a risk item to ensure regular reporting by the Company's executives on risk. During the recent reporting period such a review by Tartana took place.</p>
<p>Recommendation 7.3</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 governance, risk management and internal control processes.</p>	<p>Yes</p>	<p>The Company does not have an internal audit function, due to its size and the scale of its operations.</p> <p>The processes R3D Resources employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes is the monthly review of its actual versus budget variances in revenue, exploration expenditure and other expenses. The Company has decided to adopt a procedure whereby, in the future, there will be a periodic review of source accounting documentation and internal controls by someone independent of the Accounts Department and independent of the regular accounting documentation approval process.</p>
<p>Recommendation 7.4</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 Audit and Risk Committee identifies and manages potential or apparent business, economic, environmental and social sustainability risks (where appropriate). A review of the Company's risk management framework is conducted at least twice a year.</p> <p>To the extent the Company is exposed to environmental and / or social risks, and how it manages those risks, the Company disclosed such risks in section 9 of the May 2021 Prospectus and in its 2021 Annual Report. The Company also intends to disclose such information in future annual reports. It is noted that R3D Resources has a mission to become a significant copper company through development of its existing projects, acquisitions of new projects and exploration success. The Company's copper projects have taken over three years to assemble and provide the basis for future growth in its copper activities. Copper will play a pivotal role in tackling climate change through its use in electric vehicles and in renewable energy products.</p>
<p>Recommendation 8.1</p> <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,</p> <p>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</p>	<p>Yes</p>	<p>The Board of R3D Resources has a joint Nomination and Remuneration Committee, which consists of three members, a majority of whom are independent Directors, and is chaired by an Independent Director.</p> <p>The members of the Committee are:</p> <ul style="list-style-type: none"> • Mr Robert Waring (Committee Chairman), who is an Independent Non-Executive Director; • Dr Stephen Bartrop, who is the Managing Director and is not an Independent Director; and • Mr Michael Thirnbeck, who is an Independent Non-Executive Director. <p>The Nomination and Remuneration Committee Charter governs the composition, membership, roles and responsibilities of the Directors, and provides recommendations to assist the Board of Directors. The Charter is available on the Company's website in the About Us section under Policies.</p> <p>During the recent reporting period, the Nomination and Remuneration Committee did not meet because of the reduced activities in that year, and remuneration matters during the recent reporting period were instead carried out by the Board.</p>

<p>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>Recommendation 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.</p>	<p>Yes</p>	<p>The Company separately disclosed its policies and practices regarding the remuneration of R3D Resources' Non-Executive Directors and the remuneration of its Executive Directors in the Remuneration Report in R3D Resources' 2021 Annual Report.</p> <p>Information about the remuneration of Directors is also available in section 11.8 of the May 2021 Prospectus.</p>
<p>Recommendation 8.3 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>	<p>Yes</p>	<p>R3D Resources has an equity-based remuneration scheme, being its Employee Share Option Plan (ESOP), which is summarised in section Error! Reference source not found. of the May 2021 Prospectus.</p> <p>The Company has a policy that participants in the ESOP are not permitted to enter into transactions (whether through the use of derivatives or otherwise) that limit the economic risk of participating in the scheme.</p>

Appendix 1

2021 Board Skills Matrix

Skills, Diversity and Experience of the Board	Total out of Five Directors
Leadership	4
Corporate Governance and Compliance	5
Regulatory Compliance	3
Membership of Governance or Regulatory Bodies	2
Strategy	5
Senior Management positions held outside R3D	3
Directorships held outside R3D	5
CEO / CFO / COO experience	4
General Management	4
Tenure – with R3D for up to three years	1
Tenure – with R3D or Tartana for over three years	4
Operations	4
Occupational Health and Safety	1
Experience Managing Environment Issues in an Organisation	2
Project Delivery	2
Sector / Industry Experience - Geology / Mining	2
Geographic Experience – Global	3
Geographic Experience – Asia Pacific	5
International Business	3
Finance	3
Accounting	4
Mergers and Acquisitions / Equity / Capital Markets	5
Experience in Growing a Business	5
Experience in Implementing Capital Projects	4
Banking	2
Business Development	4
Risk Management	3
Marketing	3
Remuneration	3
Government Relations	2
Human Resources Management / People	3
Professional Services	3
Gender Diversity – worked with females on Boards	2
Technology in Exploration / Mining	2
Tertiary Qualifications	5
Post-Graduate Business Studies and CA or CPA	3
Residency in Australia	4
Residency outside Australia	1

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

R3D Resources Limited (ASX:R3D)
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ABN/ARBN

53 111 398 040

Financial year ended:

30 June 2021

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

- These pages of our annual report:
- This URL on our website: <https://tartanresources.com.au/about-us/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at **28 October 2021** and has been approved by the board.

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

Date: **29 October 2021**

Name of authorised officer authorising lodgement: **Mr Robert J Waring (Company Secretary)**

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 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
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 type="checkbox"/> and we have disclosed a copy of our board charter in: the About Us section of R3D Resources' website under Policies (https://tartanaresources.com.au/about-us/policies)	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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 <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
1.5	<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>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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> <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 type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy in: the About Us section of R3D Resources' website under Policies (https://tartanaresources.com.au/about-us/policies) and we have disclosed the information referred to in paragraph (c) in: our 2021 Corporate Governance Statement</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<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 for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in: our 2021 Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in: our 2021 Corporate Governance Statement</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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 <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
1.7	<p>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 has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in:</p> <p>our 2021 Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in:</p> <p>our 2021 Corporate Governance Statement</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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	
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>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee in: the About Us section of R3D Resources' website under Policies (https://tartanaresources.com.au/about-us/policies) and the information referred to in paragraphs (4) and (5) in: our 2021 Corporate Governance Statement and / or in our 2021 Annual Report</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix in: our 2021 Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<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, 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</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors in: our 2021 Corporate Governance Statement and on our website at https://tartanaresources.com.au/about-us/board-management and in the Corporate Directory in our 2021 Annual Report.</p> <p>and, where applicable, the information referred to in paragraph (b) in: our 2021 Corporate Governance Statement and the length of service of each director at: our 2021 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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"/> and we have disclosed our values in: the Company's Statement of Values, which is available on our website in the About Us section under Policies (https://tartanaresources.com.au/about-us/policies)	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/> and we have disclosed our code of conduct in: the About Us section of our website under Policies (https://tartanaresources.com.au/about-us/policies)	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/> and we have disclosed our whistleblower policy in: the About Us section of our website under Policies (https://tartanaresources.com.au/about-us/policies)	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/> and we have disclosed our anti-bribery and corruption policy in: the About Us section of our website under Policies (https://tartanaresources.com.au/about-us/policies)	<input type="checkbox"/> set out in our Corporate Governance Statement

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	
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>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee in: the About Us section of our website under Policies (https://tartanaresources.com.au/about-us/policies).</p> <p>and the information referred to in paragraphs (4) and (5) in: the About Us section of the Company's website under Board Management (https://tartanaresources.com.au/about-us/board-management) and / or in the Company's 2021 Annual Report and / or in our 2021 Corporate Governance Statement.</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
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>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<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>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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
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"/> and we have disclosed our continuous disclosure compliance policy in: the About Us section of our website under Policies (https://tartanaresources.com.au/about-us/policies)	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/> and we have disclosed information about us and our governance on our website at: https://tartanaresources.com.au/about-us/board-management particularly in the About Us section.	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in: our Shareholder Communications Policy in the About Us section of our website under Policies (https://tartanaresources.com.au/about-us/policies) and in our 2021 Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee in: the About Us section of our website under Policies (https://tartanaresources.com.au/about-us/policies) and the information referred to in paragraphs (4) and (5) in: the Company's 2021 Annual Report and / or in our 2021 Corporate Governance Statement.</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in: our 2021 Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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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"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes in: our 2021 Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance 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"/> and we have disclosed whether we have any material exposure to environmental and social risks in: section 9 of our May 2021 Prospectus and in our 2021 Annual Report and, if we do, how we manage or intend to manage those risks in: section 9 in our May 2021 Prospectus and in our 2021 Annual Report	<input type="checkbox"/> set out in our Corporate Governance Statement

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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>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee in: the About Us section of our website under Policies (https://tartanaresources.com.au/about-us/policies) and the information referred to in paragraphs (4) and (5) in: our 2021 Corporate Governance Statement and / or in our 2021 Annual Report.</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ 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>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<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><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in: the Remuneration Report of our 2021 Annual Report. Information about the remuneration of Directors is also available in section 11.8 of our May 2021 Prospectus.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it in: our Employee Share Option Plan, which is summarised in section Error! Reference source not found. of the May 2021 Prospectus, and in our 2021 Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>