

**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.

Recommendation		Current Practice
1.1	A listed entity should disclose: 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.	Satisfied. The functions reserved for the Board and delegated to senior executives have been established.
1.2	A listed entity should: a. Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate 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	Satisfied. Appropriate checks have been undertaken.
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. This practice is in place.
1.5	A listed entity should: a. Have a diversity policy; b. Disclose that policy or a summary of it; c. Disclose the measurable objectives for achieving gender diversity and the its progress towards achieving them; and d. The respective proportions of men and women.	a) Satisfied b) Available on MQR website 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: a. Have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and b. Disclose whether performance evaluations were undertaken.	a) Satisfied. Chairman conducts review annually b) Not satisfied. No evaluations have been undertaken to date.
1.7	A listed entity should: a. Have and disclose a process for periodically evaluating the performance of senior management; and b. Disclose whether performance evaluations were undertaken.	a)Satisfied. Conducted annually by the Chairman b)Not satisfied. No evaluations have been undertaken to date.
2.1	A listed entity should have a nomination committee which: - Consists of at least 3 members, a majority of	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

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	<p>whom are independent directors;</p> <ul style="list-style-type: none"> - Is chaired by an independent director; <p>And disclose:</p> <ul style="list-style-type: none"> - The charter of the committee; - The members of the committee - The number of times the committee met and individual attendance at those meetings <p>If it does not have a nomination committee disclose that fact and the process it follows to address that role.</p>	the full board.
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.
2.3	<p>A listed entity should disclose:</p> <ul style="list-style-type: none"> - The names of the directors considered by the board to be independent directors and length of service. - If a director has an interest / association / relationship that meets the factors of assessing independence. - length of services of each director 	<p>a) Mark Ashley – Independent Non executive Chairman. Length of service 19 months George Henderson – Independent Non executive Director. Length of service 7 months</p> <p>b) Not applicable</p> <p>c) Charles Thomas – Managing Director. Length of service 22 months</p>
2.4	A majority of the board should be independent directors.	Satisfied. Two of the Directors are independent directors.
2.5	<p>The chair should be an independent director.</p> <p>The roles of Chair and Chief Executive Officer should not be exercised by the same individual.</p>	Satisfied Current Chair is 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"> - have a code of conduct; and - disclose the code or a summary of it. 	<p>Satisfied.</p> <p>The Code of Conduct is available on the MQR website</p>
4.1	<p>The board of a listed entity should have an audit committee which:</p> <ul style="list-style-type: none"> - Has at least three members all of whom are non-executive directors and a majority of independent directors; and - Is chaired by an independent chair, who is not chair of the board. <p>Disclose:</p> <ul style="list-style-type: none"> - The charter of the committee; - The relevant member qualifications; 	<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 3 members.</p> <p>The audit committee charter is available on MQR website</p>

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	<ul style="list-style-type: none"> - The number of times the committee met and individual attendance at those meetings 	
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"> - Have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and - disclose that policy or a summary of it. 	<p>Satisfied.</p> <p>Continuous disclosure policy is available on the MQR website</p>
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</p>
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Satisfied.
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.	Satisfied.
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.	Satisfied.
7.1	<p>The board of a listed entity should have a committee to oversee risk, which:</p> <ul style="list-style-type: none"> - Has at least three members all of whom are non-executive directors and a majority of independent directors; and - Is chaired by an independent chair, who is not chair of the board. <p>Disclose:</p> <ul style="list-style-type: none"> - The charter of the committee; - The members of the committee; and - The number of times the committee met and individual attendance at those meetings <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 3 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.</p>
7.2	<p>The board or a committee of the board should:</p> <ul style="list-style-type: none"> - Review the entity's risk management framework at least annually to satisfy itself that it continues to 	Satisfied

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	<p>be sound; and</p> <ul style="list-style-type: none"> - Disclose whether such a review has taken place. 	
7.3	<p>A listed entity should disclose:</p> <ul style="list-style-type: none"> - If has an internal audit function, how the function is structured and what role it performs; - If it does not have an internal audit function, disclose that fact and the process it follows to address that function. 	<p>The entity does not have an internal audit function. Board continually assess, evaluate and where necessary improve the effectiveness of its risk management and internal control processes.</p>
7.4	<p>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>	<p>The entity does not have material exposure in these areas.</p>
8.1	<p>The board of a listed entity should:</p> <ul style="list-style-type: none"> - have a remuneration committee which has at least three members all of whom are non-executive directors and a majority of independent directors; and - Is chaired by an independent director; and <p>Disclose:</p> <ul style="list-style-type: none"> - The charter of the committee; - The members of the committee; and - The number of times the committee met and individual attendance at those meetings <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 3 members.</p> <p>The remuneration policy is disclosed on the MQR website</p>
8.2	<p>Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.</p>	<p>Satisfied.</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <ul style="list-style-type: none"> - Have a policy on whether participants are permitted to enter into transactions which limit the economic risk of participating in the scheme; <p>Disclose that policy or a summary of it.</p>	<p>There is no policy. To be implemented if and when it becomes applicable.</p>