

**MIGHTY KINGDOM LIMITED**

**ACN 627 145 260**

**(Company)**

**CORPORATE GOVERNANCE STATEMENT**

The Board of Directors of Mighty Kingdom Limited ('Mighty Kingdom') aims to achieve appropriate standards of corporate governance and has established corporate governance policies and procedures, where practicable, consistent with the ASX Corporate Governance Council's *'Corporate Governance Principles and Recommendations 4<sup>th</sup> Edition (ASX Principles or Recommendation)*.

In ensuring appropriate standard of ethical behaviour and accountability, the Board has included in its corporate governance policies those matters contained in the ASX Recommendations where applicable. However, the Board also recognises that full adoption of the above ASX Recommendations may not be practical nor provide the optimal result given the particular circumstances and structure of the Company. The Board is, nevertheless, committed to ensuring that appropriate Corporate Governance practices are in place for the proper direction and management of the Company. This statement outlines the main Corporate Governance practices of the Company disclosed under the ASX Recommendations, including those that comply with best practice and which unless otherwise stated, were in place during the whole of the period to the date of this statement.

Details have been included in this statement setting out the ASX Best Practice Recommendations with which the Company has and has not complied in the reporting period. This Corporate Governance Statement is current as at 9 March 2020 has been approved by the Board on that date.

Details of the Company's corporate governance practices are set out below.

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	FOLLOWED	EXPLANATION
<b>Principle 1: Lay solid foundations for management and oversight</b>		
<p><b>Recommendation 1.1</b></p> <p>A listed entity should have and disclose a board charter setting out:</p> <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>Yes</p> <p>Yes</p>	<p>The Board is governed by:</p> <ul style="list-style-type: none"> <li>the Corporations Act 2001,</li> <li>its formal constitution, and</li> <li>by the ASX Listing Rules.</li> </ul> <p>The Board's primary accountability is to the shareholders for the performance of the company. The Board is also accountable to relevant regulators, clients, customers, and the broader community for Mighty Kingdom to be a good corporate citizen.</p> <p>A copy of the Company's Board Charter is available on the Company's website at <a href="https://www.mightykingdom.com/">https://www.mightykingdom.com/</a></p>
<p><b>Recommendation 1.2</b></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>Yes</p>	<p>The successful induction of new directors contributes to a high performing Board. Mighty Kingdom will ensure a timely and effective induction that enables new directors to feel confident about their knowledge of the business, make a strong contribution, and improve their ability to govern.</p> <p>The Board is primarily responsible for identifying potential new Directors but has the option to use an external consulting firm to identify and approach possible new candidates for Directorship. The Directors may at any time appoint a person to be a Director, but the total number of Directors must be not less than three and may not at any time exceed the maximum number specified in the Constitution of the Company (currently nine) and any Director so appointed holds office only until the next following Annual General Meeting when they are eligible for re-election. The Company will disclose all material information in its possession relevant to a decision on whether or not to re-elect a Director.</p> <p>The Board undertakes appropriate background checks and requires existing and potential directors to provide evidence of their qualifications, police clearances and solvency checks.</p>

<p><b>Recommendation 1.3</b></p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>Yes</p>	<p>The roles and responsibilities of Directors have been formalised in letters of appointment which each Director has entered in to. The letters of appointment specify the term of appointment, time commitment envisaged, expectations in relation to committee work or any other special duties attaching to the position, reporting lines, remuneration arrangements, disclosure obligations in relation to personal interests, confidentiality obligations, and insurance and indemnity entitlements.</p> <p>The Company appoints senior executives via the execution of an Executive Employment Contract. The contract terms of senior executives, who are Key Management Personnel, will be summarised in the Remuneration Report of the Company's Annual Report.</p>
<p><b>Recommendation 1.4</b></p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>Yes</p>	<p>The Company Secretary is accountable to the Board through the Chairman on all matters relating to the proper functioning of the Board. All directors have access to the Company Secretary.</p> <p>The appointment or removal of the Company Secretary is a matter for the Board. Details of the Company Secretary's experience and qualifications are set out on the company's Annual Report.</p>
<p><b>Recommendation 1.5</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(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</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either: <ul style="list-style-type: none"> <li>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce</li> </ul> </li> </ul> </li> </ul>	<p>Yes</p>	<p>Diversity includes, but is not limited to, gender, age, ethnicity and cultural background. The Company is committed to diversity and recognises the benefits arising from employee and Board diversity and the importance of benefiting from all available talent. Accordingly, the Company has established a diversity policy which is provided to all staff with responsibility for recruitment.</p> <p>This diversity policy outlines requirements for the Board to develop measurable objectives for achieving diversity, and annually assess both the objectives and the progress in achieving those objectives. The Board is required to develop measurable objectives for gender diversity, and to review them every two years. At the date of the current policy version the measurable objectives for achieving gender diversity are to increase the percentage of women employed as follows:</p>

<p>(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&amp;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>		<table><tr><td></td><td colspan="2">Actual</td><td colspan="2">Objective</td></tr><tr><td></td><td colspan="2">December 2020</td><td colspan="2">2020-2021</td></tr><tr><td></td><td>No.</td><td>%</td><td>No.</td><td>%</td></tr><tr><td>Women on the Board</td><td>2</td><td>50</td><td>3</td><td>60</td></tr><tr><td>Women in senior executive positions</td><td>2</td><td>40</td><td>2</td><td>40</td></tr><tr><td>Women employees in the company</td><td>30</td><td>40</td><td>40</td><td>40</td></tr></table> <p>The Board is of the view that it is appropriately achieving gender diversity within Board, Executive and employee levels. As vacancies become available within the organisation the Company undertakes recruitment processes to ensure an appropriately diverse candidate pool is available to select successful applicants based on appropriate skills, experience and qualifications.</p> <p>The Company’s diversity policy is available to be viewed on the Company’s website at <a href="https://www.mightykingdom.com/">https://www.mightykingdom.com/</a></p>		Actual		Objective			December 2020		2020-2021			No.	%	No.	%	Women on the Board	2	50	3	60	Women in senior executive positions	2	40	2	40	Women employees in the company	30	40	40	40
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<p><b>Recommendation 1.6</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose 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>Yes</p>	<p>A high performing Board is critical to the success of Mighty Kingdom. The Board will strive for governance improvement through identifying board performance improvement opportunities and governance framework gaps.</p> <p>Evaluation of the Board as a whole and committees may include:</p> <ul style="list-style-type: none"><li>• Compliance with its Charter.</li><li>• Suitability of the structure and skills.</li><li>• Quality of decisions.</li></ul>																														

		<ul style="list-style-type: none"> <li>• Effectiveness of monitoring and supervision.</li> <li>• Relationship with the Managing Director and senior executives.</li> <li>• Teamwork and culture</li> <li>• Role clarity.</li> </ul> <p>The evaluation method is:</p> <ul style="list-style-type: none"> <li>• Internal evaluations will be conducted annually with an external evaluation at least every five years.</li> <li>• Each director and committee member will complete a self-assessment of their own performance and the performance of the Board or committee being evaluated.</li> <li>• The Chair of the Board or committee will meet one on one with each member of the governance body to review the self-assessment.</li> <li>• The Chair of the Board will meet one on one with each member of the senior executives to gain their feedback on the performance of the Board, committees, and individual members.</li> <li>• The Chair of the Board or committee will provide a report to the Board on their findings and the board will consider these reports.</li> <li>• A non-executive director will evaluate the Chair.</li> </ul> <p>The Company will conduct a performance evaluation of the Board, its committees and members of the Board at least annually, in accordance with the process described above.</p> <p>The Company's Board Evaluation Policy is available to be viewed on the Company's website at <a href="https://www.mightykingdom.com/">https://www.mightykingdom.com/</a></p>
<b>Recommendation 1.7</b>  A listed entity should:	Yes	<p>The evaluation of senior executives may include evaluation of:</p> <ul style="list-style-type: none"> <li>• Knowledge of the business.</li> <li>• Performance of the business.</li> </ul>

<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>		<ul style="list-style-type: none"> <li>• Competence and judgement.</li> <li>• Relevant knowledge and experience.</li> <li>• Integrity, ethics, and values.</li> <li>• Initiative, preparation, and contribution.</li> <li>• Attendance.</li> <li>• Behaviour.</li> </ul> <p>The Board has delegated the operation and administration of the group to the Managing Director and the senior executive team. Their performance is assessed formally by the Board on an annual basis.</p> <p>Performance evaluations were not completed in 2020 in accordance with the policy.</p>
<b>Principle 2: Structure the board to be effective and add value</b>		
<p><b>Recommendation 2.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>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</li> </ol> <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>Yes</p>	<p>The Company has a Remuneration and Nomination Committee ('Committee') that undertakes the role of the nomination committee. The Remuneration and Nomination Committee has a charter. The role of the committee is to assist and advise the board of directors on matters relating to:</p> <ul style="list-style-type: none"> <li>• The compensation, bonuses, incentives and remuneration issues of the directors, Managing Director, and staff.</li> <li>• The structure and composition of the board, Managing Director and senior executive selection and performance, and other matters as required.</li> </ul> <p>The role of the committee regarding nomination and recruitment includes to:</p> <ul style="list-style-type: none"> <li>• Ensure that the Board is an appropriate size and collectively has the skills, commitment and knowledge of Mighty Kingdom and the industry in which it operates, to enable it to discharge its duties effectively and to add value.</li> <li>• Ensure that appropriate Managing Director, senior executive, and Board evaluation occurs.</li> </ul>

		<ul style="list-style-type: none"><li>• Ensure that appropriate Managing Director, senior executive, and Board succession planning occurs.</li><li>• Lead searches for a new Managing Director and Board members.</li></ul> <p>The Company has formed a Remuneration and Nomination Committee with the following membership:</p> <ul style="list-style-type: none"><li>• Michelle Guthrie (Chair)</li><li>• Megan Brownlow</li><li>• Tony Lawrence</li></ul> <p>Proposed Director, Gabriele Famous, will join the Audit and Risk Committee replacing Tony Lawrence, upon completion of fit and proper checks under the Company’s Board Member Induction Policy.</p> <p>The Directors’ qualifications, experience are included in the Company’s Prospectus. The Committee is newly formed and as such had not met for the year ended 30 June 2020.</p> <p>The Company’s Remuneration and Nomination Committee Charter is available on the Company’s website at <a href="https://www.mightykingdom.com/">https://www.mightykingdom.com/</a></p>																																																	
<p><b>Recommendation 2.2</b></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	<p>The following table outlines the experience and skills of the Board.</p> <table><tr><th rowspan="2">Attributes</th><th colspan="4">No. of members with attribute</th></tr><tr><th>Board</th><th>BARC<sup>1</sup></th><th>BRNC<sup>2</sup></th><th></th></tr><tr><td>Total number of members</td><td>4</td><td>3</td><td>3</td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td></tr><tr><td>Strategy &amp; planning</td><td>4</td><td>3</td><td>3</td><td></td></tr><tr><td>Accounting &amp; finance</td><td>2</td><td>2</td><td>2</td><td></td></tr><tr><td>Risk &amp; compliance</td><td>4</td><td>3</td><td>3</td><td></td></tr><tr><td>Commercial law</td><td>1</td><td>1</td><td>1</td><td></td></tr><tr><td>International business</td><td>4</td><td>2</td><td>2</td><td></td></tr><tr><td>Corporate governance</td><td>4</td><td>3</td><td>3</td><td></td></tr></table>	Attributes	No. of members with attribute				Board	BARC <sup>1</sup>	BRNC <sup>2</sup>		Total number of members	4	3	3							Strategy & planning	4	3	3		Accounting & finance	2	2	2		Risk & compliance	4	3	3		Commercial law	1	1	1		International business	4	2	2		Corporate governance	4	3	3	
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<p><b>Recommendation 2.3</b></p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the Board to be independent directors;</p> <p>(b) if a director has an interest, position 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 of Directors are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgment. In the context of director independence, “materiality” is considered from both the Company and individual director perspective. The determination of materiality requires consideration of both quantitative and qualitative elements. An item is presumed to be quantitatively immaterial if it is equal to or less than 5% of the appropriate base amount. It is presumed to be material (unless there is qualitative evidence to the contrary) if it is equal to or greater than 10% of the appropriate base amount.</p> <p>Qualitative factors considered include whether a relationship is strategically important, the competitive landscape, the nature of the relationship and the contractual or other arrangement governing it and other factors that point to the actual ability of the director in question to shape the direction of the Company’s loyalty.</p> <p>The ASX Corporate Governance Council identifies factors relevant to assessing the independence of a director. These include:</p> <ul style="list-style-type: none"><li>• the length of service of each director;</li><li>• employment in an executive capacity by the entity;</li></ul>																									



		<ul style="list-style-type: none"><li>• has a material business relationship or is a provider of material professional services to the entity;</li><li>• is a substantial shareholder of the entity;</li><li>• has a material contractual relationship with the entity; or</li><li>• a close family tie with any person within any of the categories described above.</li></ul> <p>In accordance with the definition of the independence above, and the materiality threshold set, refer to below for the assessment of independence of each Director of Mighty Kingdom:</p> <table><thead><tr><th>Name</th><th>Position</th><th>Appointment Date</th><th>Independence</th></tr></thead><tbody><tr><td>Mr Michelle Guthrie</td><td>Non-Executive Director &amp; Chair</td><td></td><td>Independent</td></tr><tr><td>Ms Megan Brownlow</td><td>Non-Executive Director</td><td></td><td>Independent</td></tr><tr><td>Mr Philip Mayes</td><td>Executive Director</td><td></td><td>Not Independent</td></tr><tr><td>Mr Tony Lawrence</td><td>Executive Director</td><td></td><td>Not Independent</td></tr></tbody></table> <p>A fifth proposed Director, Gabriele Famous, whom will also be independent, will be appointed upon finalisation of fit and proper checks in accordance with the ASX Listing Rules, and the Company’s Board Member Induction Policy and Board Charter.</p> <p><b>Independent professional advice</b></p> <p>With the prior approval of the Chairman, each Director has the right to seek independent legal and other professional advice at the Company’s expense concerning any aspect of the Company’s operations or undertakings in order to fulfil their duties and responsibilities as Directors.</p>	Name	Position	Appointment Date	Independence	Mr Michelle Guthrie	Non-Executive Director & Chair		Independent	Ms Megan Brownlow	Non-Executive Director		Independent	Mr Philip Mayes	Executive Director		Not Independent	Mr Tony Lawrence	Executive Director		Not Independent
Name	Position	Appointment Date	Independence																			
Mr Michelle Guthrie	Non-Executive Director & Chair		Independent																			
Ms Megan Brownlow	Non-Executive Director		Independent																			
Mr Philip Mayes	Executive Director		Not Independent																			
Mr Tony Lawrence	Executive Director		Not Independent																			
Recommendation 2.4	No	<p>As per the assessment of Director independence above, the Board currently consists of four directors (two independent Non-Executive Directors and two executive Directors).</p> <p>A fifth proposed Director, Gabriele Famous, whom will also be independent, will be</p>																				

A majority of the board of a listed entity should be independent directors.		appointed upon finalisation of fit and proper checks in accordance with the ASX Listing Rules, and the Company's Board Member Induction Policy and Board Charter.
<b>Recommendation 2.5</b>  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.	Yes	The Board requires that the Chairman be an independent director and that the role of Chair of the Board is separate from that of the Managing Director who is responsible for the day to day management of the Company. The role of the Chair has been fulfilled by Ms Michelle Guthrie, who is an independent Director and the role of Managing Director has been fulfilled by Mr Philp Mayes.
<b>Recommendation 2.6</b>  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 a Director effectively.	Yes	<p>An induction process including appointment letters exists to promote early, active and relevant involvement of new members of the Board. Mighty Kingdom will ensure a timely and effective induction that enables new directors to feel confident about their knowledge of the business, make a strong contribution, and improve their ability to govern.</p> <p>All Mighty Kingdom directors are encouraged to further their knowledge through ongoing professional development through professional industry, governance and government bodies.</p>
<b>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</b>		
<b>Recommendation 3.1</b>  A listed entity should articulate and disclose its values	Yes	<p>Mighty Kingdom strives to be a diverse and inclusive workplace, with clear and stated values that support the wellbeing of the team as a whole.</p> <ul style="list-style-type: none"> <li>• Big Dreamers – Be Bold</li> <li>• Diverse Individuals – Difference Makes us Richer</li> <li>• Playful Explorers – Create Without Limits</li> <li>• Intrepid learners – Experiment, Learn, Grow</li> <li>• Collaborative Players – Play nice</li> <li>• Balanced Humans – People First.</li> </ul>

		<p>The Company's values are available on the Company's website at <a href="https://www.mightykingdom.com/about">https://www.mightykingdom.com/about</a></p>
<p><b>Recommendation 3.2</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	Yes	<p>The Company has a code of conduct for Directors, senior executives and employees. A copy of the Code of Conduct is available on the Company's website at <a href="https://www.mightykingdom.com/investors-corporate-governance">https://www.mightykingdom.com/investors-corporate-governance</a>.</p> <p>All directors have signed agreements with the Company which require them to comply with all the obligations of a director under the Corporations Act 2001. Directors are required to disclose to the Board any material contract in which they may have an interest. In accordance with Section 195 of the Corporations Act 2001, a director having a material personal interest in any matter to be dealt with by the Board, will not be present when that matter is considered by the Board and will not vote on that matter, subject to the discretion of the Board.</p> <p>All Directors are required to provide the Company with details of all securities registered in the Director's name or an entity in which the director has a relevant interest.</p> <p>Directors, officers and employees are not permitted to trade in securities of the Company at any time whilst in possession of price sensitive information not readily available to the market. The Corporations Act also prohibits the acquisition and disposal of securities where a person possesses information that is not generally available, and which may reasonably be expected to have a material effect on the price of the securities if the information was generally available.</p> <p>A copy of the Company's securities trading policy is available on the Company's website at <a href="https://www.mightykingdom.com/">https://www.mightykingdom.com/</a></p> <p>Material breaches of the Code of Conduct are reported to the Board.</p>

<b>Recommendation 3.3</b>  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.	Yes	The Company's Whistleblower Policy is available on the Company's website at <a href="https://www.mightykingdom.com/">https://www.mightykingdom.com/</a>  Material incidents of the Whistleblower Policy are reported to the Board.
<b>Recommendation 3.4</b>  A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.	Yes	The Company's Anti-Bribery and Corruption Policy is available on the Company's website at <a href="https://www.mightykingdom.com/">https://www.mightykingdom.com/</a>  Material breaches of the Anti-Bribery and Corruption Policy are reported to the Board.
<b>Principle 4: Safeguard the integrity of corporate reports</b>		
<b>Recommendation 4.1</b>  The board of a listed entity should: (a) have an audit committee which: 1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and 2) is chaired by an independent director, who is not the chair of the board, and disclose: 3) the charter of the committee; 4) the relevant qualifications and experience of the members of the committee; and 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  (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.	No	The Company has formed an Audit and Risk Committee with the following membership: <ul style="list-style-type: none"> <li>• Megan Brownlow (Chair)</li> <li>• Michelle Guthrie</li> <li>• Tony Lawrence</li> </ul> Proposed Non-Executive Director, Gabriele Famous, will join the Audit and Risk Committee replacing Executive Director, Tony Lawrence, upon completion of fit and proper checks under the Company's Board Member Induction Policy.  The Audit Committee has a formal charter, which is available on the Company's website at <a href="https://www.mightykingdom.com/">https://www.mightykingdom.com/</a>  The committee will oversee the internal and external audit process, facilitate resolution of any conflicts, and manage communication between the auditor and the Board.

		<p>The Board has no formal procedures for the selection, appointment or rotation of its external auditor and internal audit function but reviews this matter on an ongoing basis and implements changes as required.</p> <p>The Directors' qualifications, experience are included in the Company's Prospectus. The Committee is newly formed and as such had not met for the year ended 30 June 2020.</p>
<p><b>Recommendation 4.2</b></p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, 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>	Yes	<p>The person who performs the Managing Director and Chief Financial Officer roles are required to provide written declarations under s295A of the Corporations Act that, in their opinion;</p> <ul style="list-style-type: none"> <li>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 a fair view of the financial position and performance of the entity; and</li> <li>that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</li> </ul>
<p><b>Recommendation 4.3</b></p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	Yes	<p>A periodic corporate report includes an entity's annual directors' reports, quarterly activity reports, quarterly cash flow reports and, in some cases, integrated reports (if prepared as a separate annual report) and sustainability reports.</p> <p>The preparation of public corporate reports is a similar methodology to the preparation of reports that are audited or reviewed by an external auditor. At all times the Company strives to satisfy itself that the report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions.</p> <p>The originator of the report ensures that all statements and financial information or calculations are supported by source documentation or factual evidence and have a reasonable basis. All assumptions within a document or financial model are disclosed and considered for appropriateness. Material accuracy, appropriate information and</p>

		<p>balanced reporting is achieved by layers of review undertaken within the organisation by senior managers, peer reviews, CEO review, Company Secretary review and final review and approval is undertaken by the Board. A majority of Directors' approval is required prior to the release of the document to the ASX.</p> <p>If there is any uncertainty regarding the materially accuracy of a corporate report, the Company will seek external advice or review of the document. Any errors or misleading information that may be published is corrected by the Company via a separate release as soon as the Company becomes aware of the error.</p>
<b>Principle 5: Make timely and balanced disclosure</b>		
<p><b>Recommendation 5.1</b></p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the listing rules 3.1.</p>	Yes	<p>The Company has in place a continuous disclosure policy, a copy of which is provided to all Company officers and employees who may from time to time be in the possession of undisclosed information that may be material to the price or value of the Company's securities.</p> <p>The continuous disclosure policy aims to ensure timely and effective continuous disclosure of market sensitive information protects investors and the reputation of the market. Mighty Kingdom will provide investors with equal access to timely, accurate, balanced, and effective disclosures of market sensitive information. Mighty Kingdom will comply with its legal obligations and, where possible, strive to achieve best practice.</p> <p>At least once in every 12-month period, the Board will review the Company's compliance with this continuous disclosure policy and update it from time to time, if necessary.</p> <p>The Company's Continuous Disclosure Policy is available on the Company's website.</p>
<p><b>Recommendation 5.2</b></p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	Yes	<p>All Directors of the Company receive the ASX confirmation of the lodgement of an ASX Announcement by email from the ASX Market Announcements platform.</p>

<p><b>Recommendation 5.3</b></p> <p>A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</p>	<p>Yes</p>	<p>In accordance with the Company's Continuous Disclosure policy, a copy of any presentation materials used by the Company must first be released on the ASX Market Announcements Platform ahead of the presentation, to ensure a fully informed market.</p>
<p><b>Principle 6: Respect the rights of security holders</b></p>		
<p><b>Recommendation 6.1</b></p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Yes</p>	<p>The Company operates under the continuous disclosure requirements of the ASX Listing Rules and aims to ensure that all information which may be expected to affect the value of the Company's securities or influence investment decisions is released to the market in order that all investors have equal and timely access to material information concerning the Company. The information is made publicly available on the Company's website following release to the ASX.</p> <p>The Mighty Kingdom website has a separate corporate governance section that includes:</p> <ul style="list-style-type: none"> <li>• The constitution and the board and committee charters.</li> <li>• Governance policies.</li> <li>• Names, photos, and brief biographical information for directors.</li> <li>• Annual reports and corporate governance statements.</li> <li>• ASX announcements.</li> <li>• Media releases.</li> <li>• Annual general meeting notices, the Chair of the Board's address to the meeting, any other presentations.</li> <li>• A link to the share registrar.</li> <li>• Contact us details.</li> </ul> <p>Refer to <a href="https://www.mightykingdom.com/">https://www.mightykingdom.com/</a></p>

<p><b>Recommendation 6.2</b></p> <p>A listed entity should have an investor relations program that facilitate effective two-way communication with investors.</p>	<p>Yes</p>	<p>The Company has in place an investor relations policy, a copy of which is provided to all Company officers and employees. This policy sets out how Mighty Kingdom communicates and engages with investors.</p> <p>Mighty Kingdom's electronic communication with the public includes social media (Twitter, Instagram, Facebook, and LinkedIn) plus its website and email. Investors and others are invited to connect via these channels.</p> <p>Shareholders are given the option to receive communications from Mighty Kingdom, including its share registry, by email. This is encouraged as it reduces impact on the environment and costs.</p> <p>Two-way communication with the Company's investors is facilitated through the Company's website and share register.</p> <p>ASX announcements are a key element in Mighty Kingdom meeting its continuous disclosures obligations as set out in the Continuous Disclosure Policy.</p> <p>The Board reviews this policy and compliance with it on an ongoing basis.</p>
<p><b>Recommendation 6.3</b></p> <p>A listed entity should disclose how it facilitates and encourage participation at meetings of security holders.</p>	<p>Yes</p>	<p>The Company actively engages with investors at the Annual General Meeting and General Meetings, provides periodic operational updates to the market and responds to enquiries. Important issues are presented to the Shareholders as single resolutions and Shareholder discussion of the resolutions is encouraged.</p>
<p><b>Recommendation 6.4</b></p> <p>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	<p>Yes</p>	<p>All substantive resolutions at a meeting of security holders put the vote at a general meeting will be decided on a poll.</p>
<p><b>Recommendation 6.5</b></p>		<p>The Board aims to ensure that Shareholders are given the opportunity to engage with the Company as conveniently as possible. Shareholders are able to receive</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.	Yes	communications from the Company electronically via the Company's share registry, Computershare Investor Services. Shareholders are also able to contact the Company via its public email address <a href="mailto:investorrelations@mightykingdom.com">investorrelations@mightykingdom.com</a> and the share registry via its online portal, Investor Centre – Australia <a href="https://www.computershare.com/au">https://www.computershare.com/au</a>
<b>Principle 7: Recognise and manage risk</b>		
<b>Recommendation 7.1</b>  The board of a listed entity should: <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director, and disclose:</li> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>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</li> </ol> <p>(B) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p>	Yes	<p>The Company has formed an Audit and Risk Committee with the following membership:</p> <ul style="list-style-type: none"> <li>• Megan Brownlow (Chair)</li> <li>• Michelle Guthrie</li> <li>• Tony Lawrence</li> </ul> <p>Proposed Director, Gabriele Famous, will join the Audit and Risk Committee replacing Tony Lawrence, upon completion of fit and proper checks under the Company's Board Member Induction Policy.</p> <p>Meetings are held as required by the Audit Committee to discuss the Company's ongoing risk activities and to discuss, where appropriate, any proposed changes prior to the risk management framework and implementation and to seek advice in relation thereto.</p> <p>The Directors' qualifications, experience are included in the Company's Prospectus. The Committee is newly formed and as such had not met for the year ended 30 June 2020.</p> <p>The Audit and Risk Committee's charter is available on the Company's website at <a href="https://www.mightykingdom.com/">https://www.mightykingdom.com/</a></p>
<b>Recommendation 7.2</b>  The board or a committee of the board should:	Yes	The Company maintains a risk management framework. Mighty Kingdom recognises that risk is inherent in all its business strategies and operations. Therefore, risk management is integrated into all aspects of the business including setting strategy

<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>and objectives, decision making, and business operations. Risk management is not focussed just on the adverse impacts of risk, it also includes avoiding missing beneficial opportunities.</p> <p>The Audit and Risk Committee will evaluate the effectiveness of the risk management framework against its purpose, implementation plans, indicators and expected behaviour. These evaluations will be carried out annually or as required due to changes in external and internal contexts.</p>
<p><b>Recommendation 7.3</b></p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p>Yes</p>	<p>The internal audit function will be managed and provided by an external service provider. The Audit and Risk Committee will oversee the internal audit process, facilitate resolution of any conflicts, and manage communication between the service provider and the Board.</p> <p>The Audit and Risk Committee will review and provide recommendations to the Board on the:</p> <ul style="list-style-type: none"> <li>• Internal audit policy.</li> <li>• Appropriateness of the internal audit budget and management.</li> <li>• Appointment, reappointment, removal, and remuneration of the service provider.</li> <li>• Outcomes and quality of annual internal audits.</li> <li>• Adequacy of management actions to address any significant findings.</li> <li>• Approval of non-audit services by the service provider.</li> </ul> <p>Independence of the service provider including disclosures, non-audit services provided, and rotation of lead audit partner at least every five years.</p>
<p><b>Recommendation 7.4</b></p> <p>A listed entity should disclose whether it has any material exposure to environmental and social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Yes</p>	<p>The Board recognises that there are inherent risks associated with the Company's operations. The Board endeavours to mitigate such risks by continually reviewing the activities of the Company in order to identify key environmental and social risks and ensuring that they are appropriately assessed and managed.</p> <p>In particular, the Board perceives that there may be social risk associated with Mighty Kingdom's operations in the context of the development of games and content</p>

		<p>targeted at children. The potential consequences of failure to effectively manage such risks include exposure to fines and other sanctions for non-compliance with applicable industry and data privacy regulations and potential damage to Mighty Kingdom's brand and reputation.</p> <p>The Board endeavours to mitigate social risks by ensuring that Mighty Kingdom has a policy of only working with reputable third-party advertisers that are subject to the same global advertising and privacy regulations. Mighty Kingdom also works with consultants to assist with the development of appropriate compliance policies. To aid compliance with applicable data privacy regulations, Mighty Kingdom has proprietary analytics software that allows it to control the data it collects and how it is stored.</p> <p>The Board and Management do not consider that the entity has any material exposure to environmental risks.</p>
<b>Principle 8: Remunerate fairly and responsibly</b>		
<p><b>Recommendation 8.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>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</li> </ol> <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>	Yes	<p>The Company has a Remuneration and Nomination Committee ('Committee') that undertakes the role of the remuneration committee. The Remuneration and Nomination Committee has a charter as available on the Company's website at <a href="https://www.mightykingdom.com/">https://www.mightykingdom.com/</a></p> <p>The role of the committee regarding remuneration includes to:</p> <ul style="list-style-type: none"> <li>• Ensure that Director remuneration is sufficient to attract and retain high quality directors, and is fair, and responsible.</li> <li>• Ensure that Managing Director and senior executive remuneration is sufficient to attract, retain and motivate high quality personnel and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</li> </ul> <p>The Company has formed a Remuneration and Nomination Committee with the following membership:</p> <ul style="list-style-type: none"> <li>• Michelle Guthrie (Chair)</li> </ul>

		<ul style="list-style-type: none"> <li>• Megan Brownlow</li> <li>• Anthony Lawrence</li> </ul> <p>Proposed Director, Gabriele Famous, will join the Audit and Risk Committee replacing Anthony Lawrence, upon completion of fit and proper checks under the Company's Board Member Induction Policy.</p> <p>The Directors' qualifications, experience are included in the Company's Prospectus. The Committee is newly formed and as such had not met for the year ended 30 June 2020.</p> <p>The Company's Remuneration and Nomination Committee Charter is available on the Company's website at <a href="https://www.mightykingdom.com/">https://www.mightykingdom.com/</a></p>
<b>Recommendation 8.2</b>  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.	Yes	Non-Executive Directors will be remunerated by cash, director's fees or share benefits alone and may not include retirement benefits, other than statutory superannuation contributions. Executive Directors and Executives may be remunerated by both fixed remuneration and equity performance-based remuneration plus statutory superannuation contributions but no termination payments will be agreed other than a reasonable period of notice of termination as detailed in the executive's employment contract.
<b>Recommendation 8.3</b>  A listed entity which has an equity-based remuneration scheme should: (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 (B) disclose that policy or a summary of it.	Yes	Participants in any equity-based remuneration scheme are not permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.  The Company's Remuneration and Nomination Committee Charter is available on the Company's website at <a href="https://www.mightykingdom.com/">https://www.mightykingdom.com/</a>