Rules 4.7.3 and 4.10.3[1]

Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Introduced 01/07/21 Amended 28/90/21

Name of entity

Mariner Corporation Limited

ABN / ARBN

54 002 989 782

Financial year ended:

30 June 2021

Our corporate governance statement[2] for the above period above can be found at:[3]

☒ These pages of our annual report: 1 - 12

☐ This URL on our website:

The Corporate Governance Statement is accurate and up to date as at 28 September 2021 and hasbeen approved by the board.

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

Date: 30 September 2021

Name of Director or Secretary authorising lodgement: Kaiman Wong

[1] Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annualreport with ASX.

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 andwhat (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 thepurposes of rule 4.10.3.

[2] "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 Councilduring a particular reporting period.

[3] Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

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 andyou delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the wholeof the period above. We have disclosed …[4]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
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.	Yes	The Company has established a Board Charter, which discloses the specific responsibilities of the Board and those of senior executives. The Board delegates responsibility for the day-to-day operations and administration of the Company to Management. The Company's Board Charter is posted on the Company's website at https://www.marinercorporation.com.au/corporate-governance.html
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 elector re-elect a director.	Yes	The Company undertakes backgrounds checks with regards to the person's character, experience, education, criminal record and bankruptcy history prior to nomination for election as a director. Any material adverse information revealed by these checks is released to security holders prior to the general meeting at which they can be elected. When an individual is nominated to be a director, their curriculum vitae with their relevant professional history and qualifications and details of any other material directorships currently held is circulated to the security holders of the Company. Where the nominee will be standing as a director for the first time in addition to the above information, details of any interest, position or relationship that might influence in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the company as a whole rather than in the interests of an individual security holder or other party will be disclosed to shareholders. Where the nominated director is standing for re-election the

			term of office currently served by the director will be disclosed. Where the board considers any nominee to qualify as an independent director this will be disclosed
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Directors and senior executives of the Company are given letters of appointment and/or service agreements prior to their engagement with the Company.
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 theproper functioning of the board.	Yes	The Company Secretary was appointed by and is responsible to the Board through the Chairman. The Company Secretary co-ordinates the Board agenda.

[4] 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.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed …[4]
1.5	A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progressin achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordancewith the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined"senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the WorkplaceGender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	1.5(a) No 1.5(b) Yes 1.5(c) Yes	Given the size and stage of development of the business, the Company is yet to establish measurable objectives for achieving gender diversity and to assess annually both the objectives and progress in achieving them. The Company has adopted a Diversity Statement. A copy of the Diversity Statement is available on the Company's website at the following URL: https://www.marinercorporation.com.au/corporate-governance.html
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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	No	Formal performance evaluations of the Board and senior executives have not been undertaken as the size does not warrant it at this stage.
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; (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.	NO	Formal performance evaluations of the Board and senior executives have not been undertaken as the size does not warrant it at this stage.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the wholeof the period above. We have disclosed …[4]
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director,and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	(a) No (b) Yes	Given the Company's current size and stage of development, the Company does not consider that it is practicable to have a separate nomination committee responsible for the appointment of Directors or to implement a corresponding nomination committee charter. The appointment of new Directors and undertakings of appropriate checks before appointment will be the responsibility of the entire Board. The Board will ensure that all material information to a decision on whether or not to elect or re-elect a Director is provided to security holders.
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	No	The Board strives to ensure that it is comprised of Directors with a blend of skills, experience, and attributes appropriate for the Company and its business. The skills and experience of the current directors is set out in the Company's 2021 Annual Report. Currently the Company has not developed a board skills matrix.
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	(a) Yes (b) N/A (c) Yes	The Board has reviewed the position and associations of each of the Directors in office and has determined that none of the current directors of the Company are considered independent. In making this determination, the Board has had regard to the independence criteria in the ASX Principles and Recommendations, and other facts, information, and circumstances that the Board considers relevant. The Board assesses the independence of new Directors upon appointment and reviews their independence, and the

			independence of the other directors as appropriate. The Company has disclosed the details of each Director (including their length of service) in the Company's 2021 Annual Report.
2.4	A majority of the board of a listed entity should be independent directors.	NO	The Board considers none of the three Directors are independent Directors.
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.	NO	The Company's current Chairman is Mr Liping Cai who is not an independent director and is not the same person as the CEO.
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	YES	The Company has an induction program for each new Director upon appointment. This includes meeting with members of the existing Board and other relevant executives to familiarize themselves with the Company, its procedures and prudential requirements, and Board practices and procedures. On an ongoing basis, and subject to approval of the Chairman, Directors may request and undertake training and professional development, as appropriate, at the Company's expense.
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and disclose that code or a summary of it.	YES	In September 2021 the board adopted the values statement which is at the Company's website at http://www.marinercorporation.com.au/corporategovernance.html
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.	YES	In September 2021 the board adopted the code of conduct which is at the Company's website at http://www.marinercorporation.com.au/corporategovernance.html
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.	YES	In September 2021 the board adopted a whistleblower policy which is published on its website at http://www.marinercorporation.com.au/corporategovernance.html

			The board is updated every quarter on the Company's whistle-blowing program, inclusive of reports, investigations, and results. Reports or investigations carrying an undue amount of risk will be reported to the board outside of the quarterly updates. The board at any time can ask about anonymous reports, investigations, as well as the state of the Company's whistle-blowing program. The Company's whistle-blowing program resides in the Compliance Committee of the board. They are responsible and accountable for the implementation and effectiveness of Company's whistle-blowing program.
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.	YES	In September 2021 the board adopted an anti-bribery and corruption policy which is published on its website at http://www.marinercorporation.com.au/corporategovernance.html The board of the Company has overall responsibility for ensuring this policy is understood and carried out by all employees and Company associates as part of its general duty to ensure the Company complies with its legal and ethical obligations and that all those under the Company's control comply with it. The Group People and Performance Manager has primary day to day responsibility for implementing this policy and for monitoring its use and effectiveness and dealing with any queries on its interpretation, as well as taking action against employees or company associates if their actions do not comply with this policy. Management at all levels are responsible for ensuring that those reporting to them are made aware of and understand this policy and are given adequate and regular training on this policy

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the wholeof the period above. We have disclosed …[4]
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	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 thechair 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 andsafeguard 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.	(a) No (b) Yes.	The Company, considering its current size and stage of development, does not have a separately constituted audit committee. The Company in general meetings is responsible for the appointment of external auditors of the Company, and the Board from time to time will review the scope, performance and fees of those external auditors
4.2	The board of a listed entity should, before it approves the entity'sfinancial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial recordsof the entity have been properly maintained and that the financialstatements 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.	YES	The Company has received a declaration from the CEO and CFO that, in their opinion, the financial records 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.
4.3	A 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.	YES	An external auditor will be present at the AGM and be available to answer questions from security holders relevant to the audit.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the wholeof the period above. We have disclosed …[4]
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.	YES	The Company has a Continuous Disclosure Policy which sets out the procedures on the disclosure of any information concerning the Group that a reasonable person would expect to have a material effect on the price of the Company's securities. These procedures also include the arrangements the Company has in place to promote communication with shareholders and encourage effective participation at general meetings. The Continuous Disclosure policy which is published on its website at https://www.marinercorporation.com.au/corporate-governance.html
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	YES	This requirement is included in the Company's Continuous Disclosure Policy.
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.	YES	This requirement is included in the Company's Continuous Disclosure Policy.
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.	YES	The Company provides information about itself and its governance to its investors on the Company's website via the following URL: https://www.marinercorporation.com.au/corporate-governance.html The Company will regularly update the website and contents therein as deemed necessary.

6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	YES	The Company has a formal investor and media relations plan in place whereby the Company will provide regular news flow to keep investors and media updated and engaged.
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.	YES	The Company has a formal shareholder communications policy in place whereby information will be communicated to shareholders through: (a) continuous disclosure of all relevant financial and other information to the ASX; (b) periodic disclosure through the annual report (or concise annual report), half year financial report and quarterly reporting of corporate activities; (c) notices of meetings and explanatory material; (d) the annual general meeting; (e) periodic newsletters or letters from the Chairman or Managing Director; and (f) publishing information on the Company's website at www.marinercorporation.com/.
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.	Yes for hybrid and virtual meetings; exercises discretion for physical meetings.	The Company will use polls for all substantive matters to be decided at hybrid or virtual meetings. In a physical meeting, the Chair may elect to conduct some or all voting by show of hands but will call a poll if the result is unclear, or likely to be different if a poll was called.
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.	YES	Through the Company's website security holders are invited to provide their email address to enable electronic communication to and from the Company and its share registry.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the wholeof the period above. We have disclosed …[4]
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	(a)(1)-(5) No (b) Yes	The Company, due to its size and current stage of development, does not have a separately constituted risk committee. As the Company develops, the Board intends to review its practices, and if deemed necessary, establish a risk committee. The Board is currently responsible for the oversight and management of all material business risks. The Board's collective experience will enable accurate identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board meetings. The risk profile can be expected to change and procedures adapted as the Company develops and it grows in size and complexity.
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	(a) No (b) No	The Company, due to its current size and stage of development, did not undertake a formal review of the Company's risk management framework during the reporting period. The Board is committed to reviewing the Risk Management policies of the Company in the future. However, the Board does not consider that disclosure of when these reviews take place is necessary.
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 risk management and internal control processes.	(a) No (b) Yes	The Company does not have an internal audit function and does not disclose the processes it uses to improve risk management. Nonetheless, the Company remains committed to continually improving the effectiveness of its risk management and internal control processes through: a) regular Board meetings; b) annual reports by Management to the Board on

			the c) efficiency and effectiveness of risk management; d) six-monthly external audits; and e) rigorous appraisal of new investments and retaining f) advisers familiar with the Company.
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	YES	All material exposure to environmental and social risks will be announced to the market, in accordance with the requirements of the ASX Listing Rules and otherwise.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the wholeof the period above. We have disclosed …[4]
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	(a) No (b) Yes	The Company does not have in place a separately constituted remuneration committee due to the size of current operations of the Company. The determination of a Director's remuneration is considered and determined by the Board (in the absence of that Director) having regards to the inputs and value to the Company of the contribution by that Director. The Board may award additional remuneration to Directors called upon to perform extra services or make special exertions on behalf of the Company
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.	Yes	The Company has adopted a Remuneration Policy which outlines the remuneration of non-executive and executive directors.
8.3	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	The Company has a Securities Trading Policy that prohibits Key Management Personnel (including directors and the Company Secretary) from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements (or vested entitlements that remain subject to a holding lock) relating to any element of their remuneration.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …	We have NOT followed the recommendation in full for the wholeof the period above. We have disclosed …[4]
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	(c) 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.	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.	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.	Not Applicable.	