



**ARMADA METALS LIMITED ACN 649 292 080**

**(AMM or Company)**

**Corporate Governance Statement**

The board of directors of AMM (**Board**) is responsible for the governance of the Company. Both the Directors and management of the Company are committed to conducting business in an ethical manner and in accordance with the highest standards of corporate governance. The Company reports against the *ASX Corporate Governance Principles and Recommendations (Fourth Edition)* (**Recommendations**), with which it complies to the extent appropriate to the size, life cycle stage and nature of its operations. Where the Company's corporate governance practices depart from the Recommendations, the Board has offered disclosure of the nature of, and reason for, the departure.

Consistent with the Company's commitment to transparency in its dealings with stakeholders, this Corporate Governance Statement (**Statement**) has been prepared by reference to each recommendation contained in the Recommendations. The Statement was approved by the Company's Board on 29 April 2022 and is current as at that date.

In this Statement, all references to the Company's website are to <https://armadametals.com.au/> (**Website**).

	<b>ASX Recommendations</b>	<b>Compliance</b>	<b>Comment</b>
<b>1.</b>	<b>Principle 1 – Lay solid foundations for management and oversight</b>		
	A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.		
1.1	A listed entity should have and disclose a board charter setting out: <ul style="list-style-type: none"> <li>(a) the respective roles and responsibilities of its board and management; and</li> <li>(b) those matters expressly reserved to the board and those delegated to management.</li> </ul>	Complies	<p>The Board is responsible for the overall governance of the Company. The Board has adopted a written charter to clarify the roles and responsibilities of Board members. This charter addresses:</p> <ul style="list-style-type: none"> <li>• the Board's composition;</li> <li>• the Board's role and responsibilities; and</li> <li>• the manner in which the Board monitors its own performance.</li> </ul> <p>The Board Charter formalises the responsibilities of the Board, which pertain to matters of strategy, appointment, performance monitoring, governance and risk management.</p>

	ASX Recommendations	Compliance	Comment
			The Board delegates the day-to-day administration and the implementation of strategies approved by the Board to the company's CEO.
1.2	<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>	Complies	The Company undertakes reference and reputational checks prior to appointing a director or senior executive or putting that person forward as a Board candidate to ensure that person is competent, experienced, and fit to undertake the duties of director. When putting forward candidates for election or re-election, the Company will provide relevant information to shareholders for their consideration, together with an indication of whether the Board supports the appointment or re-election of a candidate.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Complies	The terms of the appointment of non-executive directors, executive directors and senior executives are agreed upon and set out in writing at the time of appointment. All current directors have written letters of engagement and the CEO has a written employment agreement.
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.	Complies	The Company Secretary is accountable to the Board through the Chairman on all matters relating to the proper functioning of the Board and any committees of the Board.

	ASX Recommendations	Compliance	Comment
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>	Complies in part	<p>The Company has adopted a Diversity Policy, which may be viewed on the Website.</p> <p>Due to its recent establishment, the Company has not yet set measurable diversity objective, but is aiming to do so in the near future. At the end of each reporting period, the Company will report on the respective gender representation within the Company for the period.</p> <p>The Company currently does not have female representation at the Board or Senior Management level, given its limited size and the current nature of its activities.</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>	Complies	<p>In accordance with the Board Charter, the Board is responsible for developing and implementing a process for periodically evaluating the performance of the Board, any Board committees, and individual directors. The charter requires that the Board evaluate its compliance with the charter at least annually.</p> <p>No Performance Evaluation was completed during the reporting period, given the recent appointment of the current directors.</p>

	ASX Recommendations	Compliance	Comment
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically 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>	Complies	<p>The Board Charter stipulates that the Board must, at least annually, review and evaluate the compliance by executives of the Company with the charter, their employment agreements and applicable governance policies.</p> <p>No Performance Evaluation was completed during the reporting period, given the early stage of the Company's activities and its recent listing on ASX.</p>
2.	<p><b>Principle 2 – Structure the Board to be effective and add value</b></p> <p>The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.</p>		
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,</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>	Complies	<p>The Board intends to establish a Remuneration &amp; Nomination Committee (<b>RNC</b>) at the appropriate time. In the interim, given that the Company is at an early stage of its life cycle, the Board as a whole addresses matters of nomination and succession, and reviews the appropriateness of the combined skills and experience of directors.</p>

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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.	Complies	<p>Directors are appointed based on the specific skills required to govern the Company effectively. The Board will periodically assess the competencies and experience of each Board member and the experiences and skills required at Board level to meet its operational objectives and governance obligations.</p> <p>The Board has now developed a formal Board skills matrix, which is presented below. The Board is satisfied that the combined skills and experience of its members is appropriate for the effective and efficient governance of the Company at this stage.</p> <div data-bbox="1176 544 1700 1362" data-label="Figure"> <p><b>Board Skills Summary</b></p> <table border="1"> <thead> <tr> <th>Skill Category</th> <th>Percentage</th> </tr> </thead> <tbody> <tr><td>Social Licence to...</td><td>~85%</td></tr> <tr><td>Innovation</td><td>~100%</td></tr> <tr><td>Corporate History</td><td>~100%</td></tr> <tr><td>Environment</td><td>~85%</td></tr> <tr><td>ASX and Related...</td><td>~75%</td></tr> <tr><td>Legal and...</td><td>~100%</td></tr> <tr><td>People and...</td><td>~75%</td></tr> <tr><td>Risk Management</td><td>~95%</td></tr> <tr><td>Corporate...</td><td>~100%</td></tr> <tr><td>Capital Markets</td><td>~95%</td></tr> <tr><td>Exploration</td><td>~95%</td></tr> <tr><td>Communications...</td><td>~85%</td></tr> <tr><td>Industry...</td><td>~100%</td></tr> <tr><td>Operations</td><td>~95%</td></tr> <tr><td>Finance</td><td>~95%</td></tr> <tr><td>Strategy</td><td>~100%</td></tr> </tbody> </table> </div>	Skill Category	Percentage	Social Licence to...	~85%	Innovation	~100%	Corporate History	~100%	Environment	~85%	ASX and Related...	~75%	Legal and...	~100%	People and...	~75%	Risk Management	~95%	Corporate...	~100%	Capital Markets	~95%	Exploration	~95%	Communications...	~85%	Industry...	~100%	Operations	~95%	Finance	~95%	Strategy	~100%
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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, 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</p> <p>(a) (c) the length of service of each director.</p>	Complies	<p>As at the date of this Statement, the Board was comprised of four directors, being:</p> <ul style="list-style-type: none"> <li>▪ <b>Mr David Michael McNeilly</b> (Non-Executive Director since 8 April 2021);</li> <li>▪ <b>Mr Martin Christopher Holland</b> (Non-Executive Director since 8 April 2021)</li> <li>▪ <b>Mr Richard Stacy Anthon</b> (Chairman and Non-Executive Director since 8 June 2021) and</li> <li>▪ <b>Dr Ross McGowan</b> (Executive Director since 8 April 2021).</li> </ul> <p>One director, being Mr Anthon, is considered by the Board to be independent, having regard to the content of Box 2.3 of the Recommendations.</p>
2.4	A majority of the board of a listed entity should be independent directors.	Non - Compliant	The Board currently consists of four members, one of whom is considered independent, having regard to the Recommendations. The Board is satisfied that the skills and experience of the current directors are appropriate to the current stage of development of the Company.
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.	Complies	<p>The Company's Chairman Mr Richard Stacy Anthon is an independent non-executive director.</p> <p>The positions of Chairman and CEO are held by separate persons. Currently Mr Richard Stacy Anthon is the Chairman and Dr Ross McGowan is the CEO.</p>
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.	Complies	New Directors are issued with a formal Letter of Appointment that sets out the key terms and conditions of their appointment, including directors' duties, rights and responsibilities, the time commitment envisaged, and the Board's expectations regarding involvement with any committee work. They are also introduced to the Company's senior executives and briefed on the Company's operations, strategy and financial situation.

	ASX Recommendations	Compliance	Comment
<b>3.</b>	<b>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</b> A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly		
3.1	A listed entity should articulate and disclose its values.	Complies	<p>The Board is committed to providing an ethical and legal framework within which the Company’s employees conduct business.</p> <p>The values of the Company are summarised as follows:</p> <ul style="list-style-type: none"> <li>- to act fairly and ethically;</li> <li>- to comply with the law at all times and act accordingly;</li> <li>- to respect others, both inside and outside of the workplace;</li> <li>- to promote diversity; and</li> <li>- to be honest and transparent in all dealings.</li> </ul> <p>The Board, together with senior management, are responsible for upholding these values and training employees to act in accordance with these values.</p>
3.2	<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>	Complies	<p>The Board has adopted a Code of Conduct, which is available on the Website, and which sets out the fundamental principles according to which the Company’s employees are expected to act at all times. Any material breaches of the Code of Conduct will be reported to the Board.</p>

	<b>ASX Recommendations</b>	<b>Compliance</b>	<b>Comment</b>
3.3	<p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	Complies	The Company has adopted a Whistleblower Policy, which is available on the Website. Any material incidents reported under the policy will be reported to the Board.
3.4	<p>A listed entity should:</p> <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>	Complies	The Board has adopted an Anti-Bribery and Corruption Policy, which is available on the Website. Any material breaches of the policy will be reported to the Board.
4.	<p><b>Principle 4 – Safeguard the integrity of corporate reports</b>  A listed entity should have appropriate processes to verify the integrity of its corporate reports.</p>		



	ASX Recommendations	Compliance	Comment
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>	Complies	<p>The Board intends to establish an Audit and Risk Committee at the appropriate time. In the interim, given that the Company is at an early stage of its life cycle and the Board is comprised of only 4 members, the Board as a whole review the appointment of an external auditor, verification of financial statements and related matters.</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>	Complies	<p>In accordance with the Company's legal obligations and Recommendation 4.2 of the ASX Recommendations, the CEO and Financial Controller are required to provide a declaration to the Board in relation to the financial statements for each financial period, that complies with the requirements of sections 286, 296 and 297 of the Corporations Act 2001, Corporations Regulations, relevant Reporting Standards and other mandatory professional reporting requirements and states that, in their opinion, 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 the entity and that the opinion has been formed on</p>

	ASX Recommendations	Compliance	Comment
			the basis of a sound system of risk management and internal control which is operating effectively.
4.3	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.	Complies	The Company's external auditors attend its annual general meetings and are available to answer questions from security holders relevant to the audit. All periodic reports are reviewed by the Company's external auditors and reviewed by the Board.
<b>5.</b>	<b>Principle 5 – Make timely and balanced disclosure</b> A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.		
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the listing rule 3.1	Complies	The Company has adopted a Continuous Disclosure Policy, with a view to ensuring that the Company complies with the continuous disclosure obligations imposed by the Corporations Act and the ASX Listing Rules.  The Company's Continuous Disclosure Policy may be viewed on the Website.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Complies	All material market announcements of the Company are provided to the Board promptly following release.
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.	Complies	If a new and substantive investor or analyst presentation is given, a copy of the presentation materials will be released on the ASX Market Announcements Platform ahead of the presentation.
<b>6.</b>	<b>Principle 6 – Respect the rights of security holders</b> A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.		

	<b>ASX Recommendations</b>	<b>Compliance</b>	<b>Comment</b>
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Complies	<p>The Board is committed to providing effective lines of communication for shareholders and all other stakeholders with the Company and provides relevant information on the Website.</p> <p>All corporate governance policies adopted by the Board are available on the Website.</p> <p>Furthermore, the Board adopted a Shareholder Communication Policy which has established procedures designed to ensure that shareholders have access to appropriate information about the Company and its governance and matters affecting the Company's performance. A copy of the Policy is available on the Website.</p>
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Complies	The Company's Website facilitates two-way communication by providing investor contact details to allow shareholders to access the Company, and by allowing shareholders to subscribe for email alerts on Company news, via the Website.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Complies	<p>Shareholders are encouraged to attend the Company's general meetings and notice of such meetings are given in accordance with the Company's Constitution, the Corporations Act 2001 (Cth.), and the ASX Listing Rules.</p> <p>The Company's annual general meeting in particular is an opportunity for shareholders to ask questions of the Board and vote on the various resolutions affecting the Company's business. Shareholders are also given an opportunity at annual general meetings to ask questions of the Company's auditors regarding the conduct of the audit and preparation and content of the auditor's report.</p>
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.	Complies	All resolutions at meetings of shareholders will be decided by a poll rather than by a show of hands.

	ASX Recommendations	Compliance	Comment
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.	Complies	Shareholders may elect, and will be encouraged to, receive communications from the Company and its securities registry electronically.
<b>7.</b>	<b>Principle 7 – Recognise and manage risk</b> A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.		
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,</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>(a) (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>	Complies	The Board intends to establish an Audit and Risk Committee at the appropriate time. In the interim, given that the Company is at an early stage of its life cycle and the Board is comprised of only 4 members, the Board as a whole reviews and oversees the Company's risk management framework.

	<b>ASX Recommendations</b>	<b>Compliance</b>	<b>Comment</b>
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>	Complies	The Company's Risk Management Policy provides that its risk management framework will be reviewed at least annually to ensure that it continues to be sound, and the Board will disclose in relation to each reporting period, whether such review has taken place. A review was not undertaken in the reporting period, given the Company's recent establishment.
7.3	<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) (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>	Complies	The Company does not have an internal audit function. Responsibility for the oversight of financial reporting processes and practices, internal controls and risk management is undertaken by the Board as a whole.
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.	Complies	The Company seeks to create a sustainable business which contributes to and respects the communities in which it operates. The Company's relevant risk exposure has been detailed in the Prospectus, which is available on the Website.
<b>8.</b>	<p><b>Principle 8 – Remunerate fairly and responsibly</b></p> <p>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</p>		

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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,</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>(c) (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>	Complies	<p>The Board intends to establish a Remuneration and Nomination Committee at the appropriate time. In the interim, given that the Company is at an early stage of its life cycle and the Board is comprised of only 4 members, the Board as a whole sets and reviews remuneration for directors and executives, taking external advice as required.</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>	Complies	<p>Details of the directors' and key senior executives' remuneration are set out in the Company's prospectus (<b>Prospectus</b>) and will be provided in the Company's Annual Report going forward.</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>	Complies	<p>In accordance with the Company's Securities Trading Policy, restricted persons may not enter into transactions that would have the effect of limiting the economic risk of holdings of securities, without obtaining prior written clearance from the Board.</p> <p>The Company's Securities Trading Policy may be viewed on the Website.</p>

