

Corporate Governance

Corporate Governance Statement

White Rock Minerals Ltd (“White Rock”) has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the policies and procedures openly and with integrity, pursuing the true spirit of corporate governance commensurate with White Rock’s needs. To the extent they are applicable, White Rock has adopted the Corporate Governance Principles and Recommendations incorporating the 2014 third edition amendments as published by ASX Corporate Governance Council. As White Rock’s activities develop in size, nature and scope, the size of the Board and implementation of additional corporate governance structures will be given further consideration.

In addition to this and consistent with ASX Listing Rule requirements, White Rock has a policy concerning trading in its shares by Directors and other designated persons. A copy of that Trading Policy is available on White Rock’s website.

The following summarises White Rock’s position in regard to Corporate Governance.

1 Lay solid foundations for management and oversight

1.1 Companies should establish the functions reserved to the Board and those delegated to executives and disclose those functions.

The Board recognises the importance of distinguishing between the respective roles and responsibilities of the Board and management. The respective roles and responsibilities of the Board and the Managing Director are set out in White Rock’s Board Charter, which is available on White Rock’s website.

The primary responsibility of the Board is to protect and advance the interest of Shareholders. To fulfil this role, the Board has overall responsibility for developing and approving White Rock’s corporate strategy and monitoring implementation of the strategy, appointing the Managing Director, monitoring executives’ performance and approving White Rock’s risk and audit framework. The Board is also responsible for White Rock’s general corporate governance matters, including matters such as disclosures and the appointment and monitoring of any committees set up by the Board.

The Managing Director has primary responsibility to the Board for the affairs of White Rock. The Managing Director’s responsibilities include implementing and monitoring (together with the Board) the strategic and financial plans for White Rock, managing the appointment of executive positions, being the primary channel of communication and point of contact between the senior executives and the Board, providing strong leadership to and effective management of, White Rock and otherwise carrying out the day to day management of White Rock.

1.1.1 Companies should undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director.

White Rock ensures appropriate checks are undertaken prior to appointing directors; such as a person’s character, experience, education, criminal record and bankruptcy record. For candidates standing for re-election, information will be provided to shareholders to enable them to make an informed decision.

1.2 Companies should have a written agreement with each director and executive setting out the terms of their appointment.

Upon appointment directors and executives receive a written agreement which sets out appropriate employment details to ensure a clear understanding of the role, responsibilities and expectations.

1.3 The company secretary should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.

The company secretary plays a role in supporting the effectiveness of the Board and its committees. Each director should be able to communicate directly with the company secretary and vice versa.

1.5 Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the Board to establish measurable objectives for achieving gender diversity and for the Board to assess annually both the objectives and progress in achieving them. Companies should disclose in each Annual Report the measurable objectives for achieving gender diversity set by the Board in accordance with the diversity policy and progress towards achieving them. Companies should disclose in each annual report the proportion of women employees in the whole organisation, women in senior executive positions and women on the Board.

White Rock's Code of Conduct sets out White Rock's policy concerning diversity. In summary, White Rock's policy concerning diversity is as follows:

White Rock recognises that diversity is an economic driver of competitiveness for companies and it strives to promote an environment and culture conducive to the appointment of well qualified persons so that there is appropriate diversity to maximise the achievement of corporate goals. The objectives for achieving diversity are included in the corporate governance statement in the Annual Report. In order to promote gender diversity, White Rock will engage in reviews and reporting to the Board about the proportion of women at White Rock and strategies to address diversity. White Rock intends to recruit the most qualified persons for each position and considers persons from a diverse pool of qualified candidates.

The objectives for achieving diversity are:

Maintain women representing 20% of the total workforce and senior management as the Company moves through the next phases of its development.

During each Director selection and appointment process, the professional search firm supporting the Board will provide at least one credible and suitably experienced female candidate.

There are currently no women as executives or on the Board of White Rock. The Board recognizes this current disparity, however acknowledges that due to the size of the company, such measures may be difficult to achieve at various stages of operation.

White Rock is committed to recruiting and promoting individuals based on competence and attracting the best people in their fields.

1.6 Companies should disclose the process for evaluating the performance of the Board, its committees and individual Directors.

This recommendation is satisfied in as much as the details have been included in the Annual Report and the Board Charter as to whether a performance evaluation for the Board, its committees and directors has taken place in the reporting period and whether it was in accordance with the process disclosed. The Directors consider that due to the size of White Rock and its Board, such a formal review procedure is not appropriate at this point in time and has instead adopted a self evaluation process to measure its own performance.

1.7 Companies should disclose the process for evaluating the performance of executives.

White Rock's goals for the year are set out in the Annual Report and these are used as the basis for evaluating performance of executives. Performance evaluations are undertaken annually by the Managing Director. The Managing Director's performance evaluation is also undertaken annually by the Board.

2 Structure the Board to add value

2.1.1 The Board should establish a nomination committee.

The Board has not adopted a charter relevant to the specific functions of a nomination committee. Given the size of White Rock and the Board and the start up nature and straight forward structure of White Rock, the Directors consider that any efficiencies achieved by the establishment of a nomination committee would be minimal, thereby not making its establishment cost effective. White Rock has Board processes in place which address matters that would otherwise be considered by a nomination committee.

2.1.2 Companies should have and disclose a Board skills matrix setting out the mix of skills the Board currently has or is looking to achieve in its membership.

The following material is included in the Annual Report or on White Rock's website:

- the skills, experience and expertise relevant to the position of Director held by each Director in office at the date of the Annual Report;
- a statement as to the mix of skills and diversity for which the Board is looking to achieve in membership of the Board.

2.1.3 Companies should provide the information indicated in the Guide to reporting on Principle 2.

The following material is included in the Annual Report or on White Rock's website:

- the names of the Directors considered by the Board to constitute independent Directors and White Rock's materiality thresholds;
- the existence of any of the relationships listed in Box 2.3 of the Guide (regarding director independence) and an explanation of why the Board considers a Director to be independent, notwithstanding the existence of those relationships;
- the period of office held by each Director in office at the date of the Annual Report;
- an explanation of any departures from Recommendations 2.1, 2.2, 2.3, 2.4, 2.5 or 2.6.

2.4 A majority of the Board should be independent Directors.

This recommendation is satisfied. Having a majority of independent Directors maximises the likelihood that the decisions of the Board will reflect the best interests of the entity and its shareholders and not be biased towards any other interests or associates.

2.5 The Chair of the Board should be an independent Director and, in particular should not be the same person as the Chief Executive Officer of the entity.

This recommendation is satisfied. Having an independent chair can contribute to a culture of openness and constructive challenge that allows for a diversity of views to be considered by the Board. Good governance demands an appropriate separation between those charged with managing a listed entity and those responsible for overseeing its managers.

2.6 Companies should have a program for inducting new Directors and provide appropriate professional development opportunities to develop and maintain the skills and knowledge needed to perform their role effectively.

This recommendation is satisfied in as much as should a new Director be appointed, White Rock's Board Charter and other corporate governance documents together with updated financial statements will be provided to the new Directors together with a formal letter of appointment which will set out details in respect of, amongst other matters:

- White Rock's financial, strategic, operational and risk management position;
- each Director's rights, duties and responsibilities; and
- the role of the Board and executives.

White Rock also supports ongoing professional development and will include in the Annual Report or on the website a statement as to whether there is a procedure agreed by the Board for Directors to take independent professional advice at the expense of White Rock.

3 Act ethically and responsibly

3.1 Companies should establish a code of conduct and disclose the code or a summary of the code as to:

- the practices necessary to maintain confidence in the Company's integrity;
- the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders; and
- the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.

This recommendation is satisfied. White Rock's Code of Conduct, which can be found on its website sets out White Rock's expectations for the conduct of White Rock's Directors, executives and employees, including in relation to business conduct, personal and professional conduct (such as confidentiality, personal behaviour and respect for others).

4 Safeguard integrity in corporate reporting

- 4.1 The Board should establish an Audit Committee, the Audit Committee should be structured so that it:**
- **Has at least 3 members, all of whom are non-executive Directors and a majority of independent Directors;**
 - **Is chaired by an independent Chair who is not chair of the Board;**
 - **Has a formal charter.**

This recommendation is satisfied. Members of the Audit Committee include Peter Lester, Stephen Gorenstein and Jeremy Gray who are all independent non-executive Directors. Stephen Gorenstein is the independent Chair of the Audit Committee (and is not Chair of the Board). Given the size of White Rock and the Board, and the straight forward structure of White Rock, the Directors consider that the Audit Committee is of sufficient size, independence and technical expertise to discharge its mandate effectively.

The following material is included in the corporate governance statement in the Annual Report:

- the names and qualifications of those appointed to the audit committee and their attendance at meetings of the committee (contained within the Directors' Report).

The following material is publicly available on White Rock's website in a clearly marked corporate governance section:

- the audit committee charter, which can be found on White Rock's website including information on procedures for the selection and appointment of the external auditor, and for the rotation of external audit engagement partners.

- 4.2 The Board should disclose whether it has received assurance from the chief executive officer and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.**

This recommendation is satisfied. A declaration is provided to the Board before approving the Half Year and Annual accounts that in the opinion of the CEO and CFO the financial records of the entity have been properly maintained and that the financial statements comply with appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that opinion has been formed on the basis of a sound system of risk management and internal controls which are operating effectively.

- 4.3 Companies should ensure that its external auditor attends its AGM and is available to answer questions from shareholders relevant to the audit.**

This recommendation is satisfied, the Company ensures a representative from its auditor is in attendance at each AGM to take any questions relevant to the audit as it considers this an important safeguard for the integrity of the corporate reporting process.

5 Make timely and balanced disclosure

- 5.1 Companies should establish written policies designed to ensure compliance with its continuous disclosure requirements under the ASX listing rules.**

This recommendation is satisfied. White Rock has established written policies and procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and accountability for compliance. White Rock's Continuous Disclosure Policy, which can be found on its website sets out White Rock's policies and procedures with regard to the reporting of material price sensitive information to the ASX subject to confidentiality carve-out aspects and White Rock's procedures in this regard.

6 Respect the rights of shareholders

- 6.1 Companies should provide information about itself and its governance to investors via its website.**

White Rock's disclosure of the following information via its website provides sufficient information about itself and governance practices and includes:

- an overview of the entity's current business, history and structure;
- its constitution, Board charter and corporate governance policies and materials;
- announcements released through to the ASX company announcements platform;
- notices of meetings to shareholders; and
- provision of all relevant documentation released on White Rock's website.

6.2 Companies should design and implement an investor relations program to facilitate effective two-way communication with investors.

White Rock places a high priority on communications with its Shareholders. Although White Rock does not have a standalone communications policy, White Rock considers that its Continuous Disclosure Policy, together with disclosure through its website, should be sufficient to promote effective communications with shareholders.

6.3 Companies should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of shareholders.

White Rock recognizes shareholder meetings are an important forum for communication between an entity and shareholders. They provide an opportunity for an entity to impart to shareholders a greater understanding of its business, as well as to discuss areas of concern or interest.

6.4 Companies should give shareholders the option to receive communications from, and send communications to, the entity and its security register electronically.

White Rock and its security register offer electronic communication options to shareholders for speed, convenience, and environmental friendliness.

7 Recognise and manage risk

7.1 Companies should establish a committee for the oversight and management of material business risks.

Although there is no standalone risk management committee or policy, the Board Charter provides that it is the Board's responsibility to approve White Rock's risk and audit framework, systems of risk management and internal control, as well as approving compliance with any risk and audit policies and protocols in place at the time.

7.2 The Board or a committee should review the entity's risk management framework at least annually to satisfy itself it continues to be sound and disclose whether such a review has taken place.

The Board will perform a review of its risk management framework annually and ensure that management has reported to the Board to satisfy itself that it continues to operate within the risk appetite set.

7.2.1 Companies should disclose if it has an internal audit function, or if it does not, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.

Given the size and structure of White Rock and the Board, the Directors consider that currently an internal audit function is not required. The Board Charter provides that it is the Board and Audit committee's responsibility to oversee and evaluate systems of risk management and internal control.

7.3 Companies 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.

White Rock discloses various material risks to company strategy, and how it manages those risks within the Directors' Report section of its Annual Report.

8 Remunerate fairly and responsibly

8.1 The Board should establish a Remuneration Committee that:

- **Has at least 3 members, all of whom are non-executive Directors and a majority of independent Directors;**
- **Is chaired by an independent Chair who is not chair of the Board;**
- **Has a formal charter.**

This recommendation is not satisfied. Given the size of White Rock and the Board, and straight forward structure of White Rock, the Directors consider that any efficiencies achieved by the establishment of a remuneration committee and charter would be minimal,

thereby not making its establishment cost effective. White Rock has Board processes in place which address matters that would otherwise be considered by a remuneration committee.

8.2 Companies should separately disclose its policies and practices regarding the remuneration of Non-Executive Directors from that of Executive Directors and executives.

This recommendation is satisfied. White Rock's principles of compensation are set out in its Annual Report within the audited Remuneration Report section.

8.3 Companies which have an equity-based remuneration should have a policy on whether participants are permitted to enter into transactions which limit the economic risk of participating in the scheme.

As per White Rock's principles of compensation, it offers at its discretion to Executive Director's, Non-Executive Director's and staff, equity based remuneration in the form of options to purchase shares in the company. This incentive assists in aligning their interests with those of shareholders.