

Pre-quotation disclosure

The following information is required to be provided to ASX Limited (ASX) for release to the market in connection with the admission to the official list and official quotation of the fully paid shares in Far Northern Resources Limited ("FNR" or "Company").

Unless otherwise defined, capitalised terms used in this notice have the meaning given to them in FNR's prospectus dated 24 July 2023.

1. Completion of the offer

The Company confirms that all conditions to the Offer under the Prospectus have been satisfied and that the Company has issued 20,825,000 Shares at an issue price of \$0.20 to raise \$4,165,000 before costs.

The Company confirms that, as set out in the Prospectus it has issued 500,000 broker Options exercisable at \$0.30 each on or before 3 years from the date of listing on ASX to the lead Manager and its nominees.

2. Escrow Arrangements

a) Restricted Securities for 24 months from official quotation

The Company confirms that the following securities will not be quoted and be classified as restricted securities for a period of 24 months from the date of official quotation:

- I. 31,195,309 fully paid ordinary shares;
- II. 4,000,000 25 Cent Director Options;
- III. 3,000,000 30 cent Director Options;
- IV. 700,000 FNR Options; and
- V. 500,000 Broker Options.

b) Restricted Securities for 12 months from official quotation

The Company confirms that the following securities will not be quoted and be classified as restricted securities for a period of 12 months from the date of official quotation:

I. 4,000,000 fully paid ordinary shares.



c) Summary of escrow

The number of restricted Shares as a proportion of the total share capital of the Company is set out below:

	Number of restricted Shares	% of share capital
Mandatory Escrow 24 Months	31,195,309	43.96
Mandatory Escrow 12 Months	4,000,000	5.64
Free Trade	35,765,826	50.40
	70,961,135	100%

3. Capital Structure

As at the date of admission to the Official List, the capital structure of the Company is as set out below:

Nature of securities	Number
Fully Paid Ordinary Shares	70,961,135
FNR Options*	5,250,000
25 Cent Director Options**	4,000,000
30 Cent Director Options***	3,000,000
Broker Options****	500,000

- * Exercisable at \$0.25 expiring on or before 2 years from listing
- ** Exercisable at \$0.25 expiring on or before 30 June 2026
- *** Exercisable at \$0.30 expiring on or before 30 June 2026
- **** Exercisable at \$0.30 expiring on or before 3 years from listing

4. Statement of Commitments

The table below sets out the statement of commitments based on the actual amount of funds raised, being \$ 4,165,000:



Use of Funds	
Existing Funds	\$ 136,323.00
Funds Raised	\$ 4,165,000.00
Total Funds Available'	\$ 4,301,323.00
Exploration (2 Years) Empire Project	\$ 786,087.00
Exploration (2 Years) Rocks Reef Project	\$ 452,741.00
Exploration (Two Years)Bridge Creek Project	\$ 1,165,023.00
Administration Costs	\$ 956,800.00
Cost of the Offer -fundraising	\$ 271,000.00
Cost of the offer ASX.Legals, accounting, other support services still to be paid	\$ 25,000.00
Repayment of Woodrow Loan	\$ 78,965.00
Working Capital	\$ 565,707.00
Total Use of Funds	\$ 4,301,323.00

5. Proforma Balance Sheet

The table below sets out the 31 December 2023 prof forma consolidated balance sheet based on the actual amount of funds raised, being \$4,165,000:

Pro Forma Historical Statement of Financia Mining Pty Ltd	al Position of Far North	ern Resources Ltd (Consolidated and E	Bridge Creek
			Pro Form	a Historical
			Subscription	on \$4,137,000
	FNR	Bridge Creek	Pro Forma	Combined
	Audited 31/12/2023	Audited 31/12/2023	adjustments	total as at 31/12/2023
Assets				
Current Assets				
Cash and cash equivalents	136,323	173	3,760,146	3,896,642
Trade and other receivables	2,599	1,946	_	4,545
TOTAL CURRENT ASSETS	138,922	2,119		3,901,187
Non-Current Assets				
Capitalised exploration and evaluation expenditure	94,536	1,840,356		1,934,892
Receivables	-	114,334		114,334
Property, plant and equipment	796,294	211,624		1,007,918



Intangible assets - goodwill	553,927	-		553,927
TOTAL NON-CURRENT ASSETS	1,444,757	2,166,314		3,611,071
TOTAL ASSETS	1,583,679	2,168,433		7,512,258
Liabilities				
Current Liabilities				
Trade and other payables	29,311	27,274		56,585
TOTAL CURRENT LIABILITIES	29,311	27,274		56,585
Non-Current Liabilities				
Related party loan	79,034	-	(79,034)	-
Other loan		10,000		10,000
TOTAL NON-CURRENT LIABILITIES	79,034	10,000		10,000
TOTAL LIABILITIES	108,345	37,274		66,585
NET ASSETS	1,475,334	2,131,159		7,445,673
Equity				
	0.070.500	4 000 000	4 000 400	0.007.000
Issued capital	2,678,592	4,380,020	1,828,408	8,887,020
Minority Interest	214,659	-	(214,659)	-
Accumulated losses	(1,417,917)	(2,248,861)	2,225,431	(1,441,347)
TOTAL EQUITY	1,475,334	2,131,159		7,445,673

6. Bridge Creek Mining Acquisition

FNR confirms confirm the satisfaction of the conditions precedent and the completion of the agreement between FNR and Halifax Capital Pty Ltd dated 8 November 2022 and amended by a deed of variation dated 8 March 2023, including the issue of 18,589,664 fully paid ordinary shares to Halifax Capital Pty Ltd.

7. Acquisition of minority Interest in Premier Mining

FNR confirms the satisfaction of the conditions precedent and the completion of the agreement between FNR and Doowmah Pty Ltd dated 13 April 2023 and amended on 31 July 2023, including the issue of 4,000,000 fully paid ordinary shares to Doowmah Pty Ltd.



8. Compliance with Listing Rule 1.3.2 (b)

FNR confirms there are no legal, regulatory, statutory or contractual impediments to FNR entering ML 20380 and EPM 26743 in Queensland and MLN 766, MLN 1060 and ML 30807 in the Northern Territory and carrying out exploration activities such that FNR will be able to spend its cash in accordance with its commitments for the purposes of Listing Rules 1.3.2 (b).

9. Corporate Governance Statement

A statement disclosing the extent to which FNR will follow, as at the date of admission to the Official List is set below:

NORTHERN RESOURCES LIMITED

ACN 621 685 701 (Company)

CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement is current as at 28 March 2024 and has been approved by the Board of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company has followed the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations – 4th Edition (**Recommendations**). The Recommendations are not mandatory, however the Recommendations that have not been followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt in lieu of the recommendation.

The Company has adopted Corporate Governance Policies which provide the written terms of reference for the Company's corporate governance duties.

Due to the current size and nature of the existing Board and the magnitude of the Company's operations, the Board does not consider that the Company will gain any benefit from individual Board committees and that its resources would be better utilised in other areas as the Board is of the strong view that at this stage the experience and skill set of the current Board is sufficient to perform these roles. Under the Company's Board Charter, the duties that would ordinarily be assigned to individual committees are currently carried out by the full Board under the written terms of reference for those committees.

The Company's Corporate Governance Plan is available on the Company's website at www.farnorthernresources.com.au



RECOM	IMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Princip	le 1: Lay solid foundations for managemen	nt and oversight	
Recom (a)	mendation 1.1 A listed entity should have and disclose a board charter which sets out the respective roles and responsibilities of the Board, the Chair and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.	YES	The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management. The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy. A copy of the Company's Board Charter, is available on the Company's website.
	mendation 1.2 I entity should: undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a Director; and provide security holders with all material information in its possession relevant to a decision on whether or not to elect or reelect a Director.	YES	(a) The Company has guidelines for the appointment and selection of the Board and senior executives in the Company's Nominations and Remuneration Committee Charter which requires the Nomination Committee (or, in its absence, the Board) to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person, or putting forward to security holders a candidate for election, as a Director. In the event of an unsatisfactory check, a Director is required to submit their resignation.



DECOM	MENDATIONS (ATH EDITION)	COMPLY	EVELANATION
KECUIVI	MENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
			(b) Under the Nominations and Remuneration Committee Charter, all material information relevant to a decision on whether or not to elect or re-elect a Director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director.
Recomi	mendation 1.3		The Company's Nominations and
with ea	entity should have a written agreement ch Director and senior executive setting terms of their appointment.	YES	Remuneration Committee Charter requires the Nomination Committee (or, in its absence, the Board) to ensure that each Director and senior executive is personally a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment. A senior executive is a member of key management personnel (as defined in the <i>Corporations Act 2001</i> (Cth)), other than a Director.
Recomi	mendation 1.4		The Board Charter outlines the roles,
be acco	mpany Secretary of a listed entity should untable directly to the Board, through ir, on all matters to do with the proper ning of the Board.	YES	responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
Recomi	mendation 1.5		(a) The Company has adopted a Diversity
A listed	entity should:	PARTIALLY	Policy which provides a framework
(a)	have and disclose a diversity policy;		for the Company to establish, achieve and measure diversity objectives, including in respect of gender
(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		diversity. The Diversity Policy is available, as part of the Corporate Governance Plan, on the Company's website.
(c)	disclose in relation to each reporting period:		
	(i) the measurable objectives set for that period to achieve gender diversity;		



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RECOMMENDAT	TIONS (4 TH EDITION)	COMPLY	EXPLANATION
(ii)	the entity's progress towards achieving those objectives; and		(b) The Company has not yet developed specific measurable objectives in relation to the diversity policy. It is
the commencement the measurable diversity in the commencement to be to have not leave to have not leav	either: (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 (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 the Workplace Gender Equality Act. in the S&P / ASX 300 Index at tent of the reporting period, objective for achieving gender omposition of its board should ess than 30% of its directors of nin a specified period.		the Board's intention to develop measurable objectives at a time when the size of the Company and its activities warrants such a structure. The Board is currently comprised of three men. The Company currently has only one employee who is also male. 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) for each financial year will be disclosed in the Company's Annual Corporate Governance Statement on the Company's website.
period perfor comm	ould: and disclose a process for lically evaluating the mance of the Board, its	NO	(a) The Company's Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Board, its committees and individual Directors on an annual basis. It may do so with the aid of an independent advisor. The process for this is set out in the Company's Nomination and Remuneration Policy, which is available on the Company's website.



MENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.		(b) The Company's Nominations and Remuneration Policy requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company intends to complete performance evaluations in respect of the Board, its committees (if any) and individual Directors for each full financial year in accordance with the above process.
mendation 1.7		(a) The Company's Nominations and
entity should:	Partially	Remuneration Committee (or, in its
have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and	·	absence, the Board) is responsible for evaluating the performance of the Company's senior executives on an annual basis and for evaluating the remuneration of the Company's
disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.		senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non-executive Director.
		The applicable processes for these evaluations can be found in the Company's Nominations and Remuneration Committee Charter, which is available on the Company's website.
		(b) The Company's Nominations and Remuneration Policy requires the Company to develop and implement a process for periodically evaluating the skills, performance and effectiveness of the CEO and other senior executives, the Board and its Committees (when established). The Company intends to complete performance evaluations in respect of the senior executives (if any) for each financial year in accordance with the applicable processes.
	disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. mendation 1.7 entity should: have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process	disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. mendation 1.7 entity should: have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process

Principle 2: Structure the Board to be effective and add value



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RECOMI	MENDAT	IONS (4 TH EDITION)	COMPLY	EXPLANATION
Recommendation 2.1			(a) The Company does not have a	
The Boa	e Board of a listed entity should:		PARTIALLY	Nomination Committee. The
(a)	have	a nomination committee which:		Company's Nominations and Remuneration Committee Charter provides for the creation of a
	(i)	has at least three members, a majority of whom are independent Directors; and		Nomination Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom are
	(ii)	is chaired by an independent Director,		independent Directors, and which must be chaired by an independent
	and disc	close:		Director
	(iii)	the charter of the committee;		(b) The Company does not have a Nomination Committee as the Board
	(iv)	the members of the committee; and		considers that the Company will not currently benefit from its
(b)	committee paddress	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 es not have a nomination ittee, disclose that fact and processes it employs to se Board succession issues ensure that the Board has		establishment. In accordance with the Company's Nominations and Remuneration Committee Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee under the Nominations and Remuneration Committee Charter, including devoting the appropriate amount of time to discuss Board succession issues and updating the Company's Board skills matrix.
	knowle indepe enable	epropriate balance of skills, edge, experience, endence and diversity to e it to discharge its duties esponsibilities effectively.		
Recomm	nendatio	n 2.2		Under the Nominations and Remuneration
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.		NO	Committee Charter, the Nomination and Remuneration Committee (or, in its absence, the Board) is required to prepare a Board skills matrix setting out the mix of skills that the Board currently has (or is looking to achieve) and to review this at least annually to ensure the Board has appropriate mix of skills to discharge its obligations effectively and to add value and to ensure the Board has the ability to deal with new and emerging business and governance issues.	



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RECOM	MENDATIONS (4 [™] EDITION)	COMPLY	EXPLANATION
			Given the current status of the Company, the Company does not currently have a Board skill matrix which sets out the mix of skills that the Board currently has or is looking to achieve in its membership. The Board Charter requires the disclosure of each Board member's qualifications and expertise. Full details as to each Director's relevant skills and experience are available in the Company's Annual Report and on the Company's website.
Recom	mendation 2.3		(a) The Board Charter requires the
A listed	l entity should disclose:	Yes	disclosure of the names of Directors
(a)	the names of the Directors considered by the Board to be independent Directors;		considered by the Board to be independent. The Company will disclose those Directors it considers to be independent in its Annual
(b)	if a Director has an interest, position or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles		Report and on the Company's website.
	and Recommendations (4th Edition), 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		(b) The Company's Annual Report discloses the length of service of each Director, as at the end of each financial year.
(c)	the length of service of each Director		
A majo	mendation 2.4 rity of the Board of a listed entity should	No	The Company's Board Charter requires that, where practical, the majority of the Board should be independent.
be inde	ependent Directors.		Mr Woodrow is the CEO and is a related party of a major shareholder and is not considered to be independent. Mr Bashford is the CFO and is not considered independent. Mr Corps is considered by the Board to be independent. The Company considers that each of the Directors possesses the skills and experience suitable for building the Company and that the current composition of the Board is adequate for the Company's current size and operations.



RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION	
Recommendation 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.	Yes	The Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO/Managing Director. During the period under review, Mr Corps was the Chair of the Board and Mr Woodrd was the Managing Director. Mr Corps is considered to an independent director.	
Recommendation 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.	Partially	In accordance with the Company's Board Charter, the Nominations and Remuneration Committee (or, in its absence, the Board) is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.	
Principle 3: Instil a culture of acting lawfully, eth	ically and respon	sibly	
Recommendation 3.1 A listed entity should articulate and disclose its values.	YES	 (a) The Company is committed to conducting all of its business activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules and regulations. The Board is dedicated to high ethical standards and recognises and supports the Company's commitment to compliance with these standards. (b) The Company's values are set out in its Code of Conduct) and are available on the Company's website. Employees (there are currently none) will be given appropriate training on the Company's values and senior executives will continually reference such values. 	
Recommendation 3.2 A listed entity should: (a) have and disclose a code of conduct for its Directors, senior executives and employees; and	YES	(a) The Company's Corporate Code of Conduct applies to the Company's Directors, senior executives and employees.	



RECOMMENDATIONS (4 TH EDITION)		COMPLY	EXPLANATION	
(b)	commi informe			(b) The Company's Corporate Code of Conduct is available on the Company's website. Any material breaches of the Code of Conduct are reported to the Board or a committee of the Board.
	mendation		YES	The Company's Whistleblower Protection Policy is available on the Company's website.
(a)	entity sho	und disclose a whistleblower policy; and		Any material breaches of the Whistleblower Protection Policy are to be reported to the
(a)	commi informe	that the Board or a		Board or a committee of the Board.
Recomi	mendation	n 3.4	YES	The Company's Anti-Bribery and Anti-
	entity sho			Corruption is available on the Company's website. Any material breaches of the Anti-
(a)		and disclose an anti-bribery prruption policy; and		Bribery and Anti-Corruption Policy are to be reported to the Board or a committee of the
(b)	informe	ittee of the Board is		Board.
Principl	le 4: Safeg	uard the integrity of corporate	reports	
Recomi	mendation	n 4.1		The Company does not have an Audit and
		ted entity should:	PARTIALLY	Risk Committee as the Board considers the Company will not currently benefit from its
(a)	have a	n audit committee which: has at least three		establishment. In accordance with the
	(1)	members, all of whom are		Company's Board Charter, the Board carries out the duties that would ordinarily be
		non-executive Directors and a majority of whom		carried out by the Audit and Risk Committee
		are independent Directors; and		under the Audit and Risk Committee Charter.
	(ii)	is chaired by an independent Director, who is not the Chair of the Board,		external Auditors - The Company requires external auditors to demonstrate quality and independence. The performance of the external auditor is reviewed and applications
and disclose:			for tender of external audit services are requested as deemed appropriate, taking	
	(iii)	the charter of the committee;		into consideration assessment of performance, existing value and tender
	(i∨)	the relevant qualifications and experience of the members of the committee; and		costs. The Company invites the auditor or representative of the auditor to the AGM.



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(v) 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.			
Recommendation 4.2		The Company will ensure that the	
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 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.	YES	declarations required by Section 295A of the Corporations Act 2001 from each of the CFO and Managing Director are provided for the financial year ending 30 June 2024.	
Recommendation 4.3		The Board reviews all periodic reports and	
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.	YES	seeks professional assistance and advice where required to ensure the integrity of those reports. No additional disclosures are made separately on these reports.	
Principle 5: Make timely and balanced disclosure			
Recommendation 5.1		The Company has a Continuous Disclosure	
A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	YES	policy which is available on the Company's website.	
Recommendation 5.2	YES	Under the Company's Continuous Disclosure	
A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.		Policy, all members of the Board will receive material market announcements promptly after they have been made.	



RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Recommendation 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	All substantive investor or analyst presentations will be released on the ASX Markets Announcement Platform ahead of such presentations.
Principle 6: Respect the rights of security holders		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	YES	Information about the Company and its governance is available on the Company's website.
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	YES	The Company has adopted a Shareholder Communications Strategy which aims to promote and facilitate effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website as part of the Company's Corporate Governance Plan.
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	YES	Shareholders are encouraged to participate at all general meetings and AGMs of the Company.
Recommendation 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	All substantive resolutions at securityholder meetings will be decided by a poll rather than a show of hands.
Recommendation 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	The Shareholder Communication Strategy provides that security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted. Shareholders queries should be referred to the Company Secretary at first instance.



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RECOM	MENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Principle 7: Recognise and manage risk			
Recomn	nendation 7.1		(a) The Company does not have an Audit
The Boo	ard of a listed entity should:	Partially	and Risk Committee.
(a)	have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the		(b) The Company does not have an Audit and Risk Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter.
(b)	committee; and (v) 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 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.		
Recommendation 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 that the entity is operating with due regard to the risk appetite set by the Board; and (b) disclose in relation to each reporting period, whether such a review has taken place.		No	(a) The Audit and Risk Committee Charter requires that the Audit and Risk Committee (or, in its absence, the Board) should, at least annually, satisfy itself that the Company's risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.



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RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION	
		(b) The Company's Audit and Risk Committee Charter requires the Company to disclose at least annually whether such a review of the Company's risk management framework has taken place. The board continually reviews the risk management framework.	
Recommendation 7.3		(a) The Company does not have an	
A listed entity should disclose:	Partially	internal audit function.	
(a) if it has an internal audit function, how the function is structured and what role it performs; or		(b) The Board considers that the Company is not currently of a size, nor are its affairs of such complexity,	
(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.		to justify the formation of an internal audit function at this time. The Board as a whole regularly evaluates and improves the effectiveness of its ris management (refer above) and internal control processes.	
Recommendation 7.4		The Audit and Risk Committee Charter	
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.	YES	requires the Audit and Risk Committee (or, in its absence, the Board) to assist management to determine whether the Company has any potential or apparent exposure to environmental or social risks and, if it does, put in place management systems, practices and procedures to manage those risks.	
		The Company is not currently exposed to environmental risk. The Company does not believe that it is exposed to material social risk.	
Principle 8: Remunerate fairly and responsibly			
Recommendation 8.1		(a) The Company does not have a	
The Board of a listed entity should:	Partially	Remuneration Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Remuneration Committee under the Nominations and Remuneration Committee Charter.	
(a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose:			



			RESOURCES
RECOMME	NDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
(ii	i) the charter of the committee;		
(iv	v) the members of the committee; and		
(*	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		
Co th th re se th	it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of the emuneration for Directors and the enior executives and ensuring that such remuneration is appropriate and not excessive.		
Recommen	dation 8.2		The Board discloses its policies and practices
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	regarding the remuneration of Directors and senior executives in its Annual Report.
Recommen	dation 8.3		The Company does not have an equity-based
	A listed entity which has an equity-based remuneration scheme should:		remuneration scheme.
po ei th or eo	ave a policy on whether articipants are permitted to nter into transactions (whether arough the use of derivatives or therwise) which limit the conomic risk of participating in the scheme; and		
` '	isclose that policy or a summary fit.		
Additional	recommendations that apply only in c	ertain cases	
Recommen	dation 9.1		The Company does not have a director in this position and this recommendation is therefore not applicable.



RESOURCES		
RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
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.		
Recommendation 9.2 A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.		The Company is established in Australia and this recommendation is therefore not applicable.
Recommendation 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.		The Company is established in Australia and is not an externally managed listed entity and this recommendation is therefore not applicable