



Corporate Governance Statement

Lithium Power International Limited
ACN 607 260 328

Adopted by the Board on
1 July 2020

Corporate Governance Statement

The Board of Lithium Power International Limited ACN 607 260 328 (**LPI** or the **Company**) is committed to maximising performance, generating appropriate levels of shareholder value and sustaining the growth and success of LPI. With these objectives in mind, the Board is concerned in ensuring that LPI is properly managed to protect and enhance shareholder interests and that LPI, its directors, officers and employees, operate in an appropriate environment of corporate governance.

The ASX Corporate Governance Council has developed and released corporate governance recommendations for Australian listed entities (the **Recommendations**) in order to promote investor confidence and assist companies in meeting shareholder expectations. The Recommendations are set out in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (4th Edition)*. Under the ASX Listing Rules, LPI is required to provide a statement in its Annual Report disclosing the extent to which it has followed the Recommendations in the relevant reporting period. Where LPI does not follow a Recommendation, it must identify the Recommendation that has not been followed and give reasons for not doing so.

This Corporate Governance Statement is current at the date of the Annual Report dated 29 September 2020 and has been approved by the Board of the Company.

The Company's corporate governance policies are available on the Company's website at <http://www.lithiumpowerinternational.com>

Principle 1: Lay solid foundations for management and oversight

A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

ASX Recommendation 1.1 (4th Edition)	Compliance
A listed entity should have and disclose a board charter setting out: (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 Board

The Board has adopted a formal Board Charter that details the functions and responsibilities of the Board, the roles and responsibilities of the Chairman and Company Secretary, Directors' access to the Company's records and information, details of the Board's performance review and details of the Board's disclosure policy. A copy of the Board Charter is available on the Company's Website www.lithiumpowerinternational.com (the **Company Website**).

Senior management

The Board Charter also sets out the key roles and responsibilities of senior management, and it articulates the division of responsibilities between the Board and management. To assist in the execution of the Board's responsibilities, the Board has established the following two committees of the Board (each a **Board Committee**): the Audit, Risk and Compliance Committee and the Remuneration and Nomination Committee. The key responsibilities of each Board Committee are set out in their respective charters (which are also available on the Company Website). The Board Committees do not take action or make decisions on behalf of the Board unless specifically mandated by prior Board authority to do so.

ASX Recommendation 1.2 (4th Edition)	Compliance
A listed entity should: <ul style="list-style-type: none"> (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward 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 elect or re-elect a director. 	Yes

The Company's Constitution (**Constitution**) sets out the process of appointment, retirement and rotation of directors.

In accordance with the Remuneration and Nomination Committee Charter, before a person is appointed as a director or is put forward to shareholders as a candidate for election as a director, the Company will ensure that appropriate checks are undertaken, including checks as to the person's character, experience, education, criminal record and bankruptcy history.

The Remuneration and Nomination Committee is responsible for reviewing potential candidates for directorship and making a recommendation to the Board. In addition, each candidate for directorship is required to be interviewed by the Chair (and any other person that the Chair considers appropriate).

Shareholders will be provided with all material information in the Company's possession that is relevant to a decision on whether to elect or re-elect a director in the Notice of Meeting for the Company's Annual General Meeting (**AGM**).

ASX Recommendation 1.3 (4th Edition)	Compliance
A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes

In accordance with the Board Charter, the Company has and will enter into written agreements with all directors and senior executives setting out the key terms and conditions of their appointment.

ASX Recommendation 1.4 (4th Edition)	Compliance
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.	Yes

The Company Secretary is accountable to the Board through the Chair, and all directors have access to the Company Secretary. The Company Secretary's role in respect of matters relating to the proper functioning of the Board includes advising the Board and its committees on governance matters, monitoring that Board and committee policies and procedures are followed, coordinating all Board business (including agendas, board papers, minutes, communication with regulatory bodies and ASX, and all statutory and other filings) and carrying out the legislative and administrative requirements of the Board.

For further detail, please refer to the Board and Committee Charters which are available on the Company's website.

ASX Recommendation 1.5 (4th Edition)	Compliance
<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>	No

The Company has adopted a Diversity Policy, a copy of which is available on the Company's Website.

The Company is committed to providing an inclusive workplace and recognises the value that a workforce made up of individuals with diverse skills, values, backgrounds and experiences will bring to the Company. At the core of the Company's diversity policy is a commitment to equality and respect.

Although the Company has a diversity policy in place, the Board has not yet set measurable gender diversity objectives because:

- it is the Board's view that the existing Directors and senior executives have sufficient skill and experience to carry out the Company's plans;
- if it becomes necessary to appoint any new Directors or senior executives, the Board considers that the application of a measurable gender diversity objective requiring a specified proportion of women on the Board and in senior executive roles may, given the small size of the Company and the Board, unduly limit the Company from making appointments based on skills and merit; and
- 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 Report.

As the Company continues to grow, the Board intends to review its practices and, if deemed necessary in the future, the Board may consider adopting measurable gender diversity objectives.

ASX Recommendation 1.6 (4th Edition)	Compliance
<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>	Yes

The Board Charter requires that at least annually the Board will conduct an evaluation of its effectiveness and performance that evaluates:

- effectiveness of the Board and each Committee;
- whether the Board and each Committee has members with the appropriate mix of skills and experience; and
- the contribution made by each Director.

The Company may conduct an evaluation with the aid of an independent advisor. No performance evaluation has been undertaken in the reporting period.

ASX Recommendation 1.7 (4th Edition)	Compliance
A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (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. 	Yes

The Board is responsible for evaluating the performance of the Company's senior executives. The Board has further responsibility for evaluating the remuneration of the Company's senior executives. A senior executive, for these purposes, means a member of the senior management team as distinct from the Board, who has the opportunity to materially influence the integrity, strategy and operation of the Company and its financial performance and includes, as the context requires, the executive directors, the Chief Financial Officer/Company Secretary, and the general managers of the Company.

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. No performance evaluation has been undertaken in the reporting period.

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

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.

ASX Recommendation 2.1	Compliance
The board of a listed entity should: <ul style="list-style-type: none"> (a) have a nomination committee which: <ul style="list-style-type: none"> (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. 	No

The Board has established a Remuneration and Nomination Committee governed by the Remuneration and Nomination Committee Charter adopted by the Board, a copy of which is available on the Company's Website. The Committee Charter sets out the roles, responsibilities, composition, structure and membership requirements of the Committee.

The Committee is comprised of Mr. Russell Barwick (Chair), as an independent director, Mr David Hannon and Mr Reccared Fertig, being two non-executive directors of the Company.

The Board is satisfied that the composition of the Committee reflects an appropriate balance of independence, skills and experience for the Company.

ASX Recommendation 2.2	Compliance
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 Remuneration and Nomination Committee is responsible for preparing (and updating as and when required) 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.

The Company does not yet have a Board skills matrix. The Board is of the belief that a board skills matrix is not required given the stage of development of the Company's business. The Board will continue to monitor whether it will be appropriate for the Company to adopt a board skills matrix as the Company continues to develop.

ASX Recommendation 2.3	Compliance
A listed entity should disclose: <ul style="list-style-type: none"> (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, 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. 	Yes

At the time of the lodgement of the Annual Report, the only independent Director will be Mr Russell Barwick. The Company will disclose in its Annual Report and on the ASX website any instances where ASX Recommendation 2.3 applies and an explanation of the Board's opinion as to why the relevant Director is still considered to be independent.

The Company's Annual Report discloses the length of service of each Director, as at the end of the financial year.

ASX Recommendation 2.4	Compliance
A majority of the board of a listed entity should be independent directors.	No

At the time of the Annual Report, one of seven directors will be considered independent.

The Board does not currently consider an independent majority of the Board to be appropriate given:

- (a) the Company considers at least two Directors need to be executive Directors for the Company to be effectively managed; and
- (b) the Company considers it necessary, given the nature and scale of its activities, to attract and retain suitable Directors by offering Directors an interest in the Company.

The Board has taken the following steps to structure the Board to add value despite not having an independent majority of Directors:

- (a) membership of the Board is focused on providing the Company with a broad base of industry, business, technical, financial and corporate skills and experiences considered necessary to fulfil the business objectives of the Company; and
- (b) membership of the Board is reviewed on an on-going basis by the Chairman of the Board to determine if additional core strengths are required to be added to the Board in light of the nature of the Company's business and its objectives.

ASX Recommendation 2.5	Compliance
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 Board's non-executive Chair, Mr David Hannon, does not satisfy the criteria of an independent director as specified in the Recommendations, due to being a substantial security holder of the Company. The Chair does not perform the role as CEO of the Company.

The Board considers Mr Hannon's role as Chair essential to the success of the Company in its current stage, wherein the Company continues to focus on the strategic development of the business.

ASX Recommendation 2.6	Compliance
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.	Yes

In accordance with the Remuneration and Nomination Committee Charter, the Committee is required to ensure that any new director is appropriately introduced to the Company and is acquainted with knowledge of the Company and the industry within which it operates.

The Remuneration and Nomination Committee is responsible for induction and continuing professional development opportunities for directors to maintain the skills and knowledge needed to perform their role effectively.

Principle 3: Instil a culture of acting lawfully, ethically and responsibly

A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.

ASX Recommendation 3.1	Compliance
A listed entity should articulate and disclose its values.	Yes

The Company's core values are set out in its Code of Conduct, a copy of which is available on the Company's Website. The Company's core values are honesty, integrity, creativity and environmental responsibility and the highest standards of ethical, responsible and law-abiding behaviour.

ASX Recommendation 3.2	Compliance
A listed entity should: <ul style="list-style-type: none"> (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

The Company has adopted a code of conduct, a copy of which is available on the Company's Website. The Company's code of conduct applies to all personnel of the Company (including all directors, senior executives and employees).

Any material reports of unacceptable behaviour will be reviewed by the company secretary and reported to the Board.

ASX Recommendation 3.3	Compliance
A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a whistle-blower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy. 	Yes

The Company has adopted a whistle-blower policy. The policy includes that the Board will be informed of any material incidents reported under the policy as appropriate.

ASX Recommendation 3.4	Compliance
A listed entity should: <ul style="list-style-type: none"> (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy. 	Yes

The Company's anti-bribery and corruption policies are included in its Code of Conduct, a copy of which is available on the Company's Website.

Any material reports of unacceptable behaviour will be reviewed by the company secretary and reported to the Board.

Principle 4: Safeguard the integrity of corporate reports

A listed entity should have appropriate processes to verify the integrity of its corporate reports.

ASX Recommendation 4.1	Compliance
<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <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>	No

The Board has established an Audit, Risk and Compliance Committee governed by the Audit, Risk and Compliance Charter approved by the Board, a copy of which is available on the Company's Website. The Charter sets out the roles, responsibilities, composition, structure and membership requirements of the Audit, Risk and Compliance Committee.

Due to the present size and scale of the Company's operations, the Committee will have four members, being Mr David Hannon (Chair) and Mr Reccared Fertig, being two non-executive directors of the Company, and Mr Cristóbal Garcia-Huidobro and Mr Andrew Phillips being executive directors of the Company.

ASX Recommendation 4.2	Compliance
<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Yes

Prior to approving the Company's financial statements for a financial period, the Company intends to obtain a declaration from the CEO and the CFO 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.

ASX Recommendation 4.3	Compliance
<p>A listed entity should disclose its process to verify the integrity of any period corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	No

The Company has not disclosed its process for verifying the integrity of periodic corporate reports that are not audited or reviewed by an external auditor. The Board intends to finalise the process for verifying the integrity of periodic corporate reports that are not audited or reviewed by an external auditor over the course of 2020.

Principle 5: Make timely and balanced disclosure

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.

ASX Recommendation 5.1	Compliance
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 adopted a Continuous Disclosure Policy for complying with its continuous disclosure obligations under the ASX Listing Rules (and the *Corporations Act 2001* (Cth) (the **Act**)). A copy of the policy is available on the Company's Website.

The Company will disclose to ASX any information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Company's securities.

The Company's continuous disclosure policy establishes procedures to ensure that the Company's directors, member of management, employee, consultant or contractor are aware of, and fulfil their obligations in relation to, providing timely, full and accurate disclosure of material information to the Company's stakeholders and comply with the Company's disclosure obligations under the Act and the ASX Listing Rules.

The Company is committed to observing its disclosure obligations under the ASX Listing Rules and the Act. Information will be communicated to shareholders through the lodgement of all relevant financial and other information with the ASX and continuous disclosure announcements will be made available on the Company's Website.

ASX Recommendation 5.2	Compliance
A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes

The Company's Continuous Disclosure Policy provides that the company secretary is responsible for distributing continuous disclosure announcements to the Board and senior managers by email immediately after they have been released to ASX.

ASX Recommendation 5.3	Compliance
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

The Company's Continuous Disclosure Policy provides that the Company must not release any Price Sensitive Information publicly before it is provided to the ASX, including in the following contexts:

- (a) one-on-one briefings and speeches made to market participants, the financial community or institutional investors; and
- (b) open briefing sessions, including public speeches (presentation materials for which will be disclosed to ASX prior to commencement of the briefing session).

The company secretary will release a copy of the presentation materials on the ASX Market Announcements Platform ahead of any applicable presentation.

Principle 6: Respect the rights of security holders

A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

ASX Recommendation 6.1	Compliance
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 in the 'Who We Are' section on the Company's Website.

The “Corporate Governance” section contains copies of the Company’s governance documents, Board Charter, Board Committee charters and policies.

The Company’s ASX announcements, annual reports and financial statements is available in the ‘Investors’ section on the Company’s Website.

ASX Recommendation 6.2	Compliance
A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes

The Company has adopted a Communication Strategy which supports the Board’s commitment to effective communication with its shareholders.

LPI communicates with shareholders in a number of ways, including:

- (a) ASX market disclosures in accordance with LPI’s continuous disclosure policy;
- (b) updates on operations and developments;
- (c) announcements on the Company’s Website; and
- (d) market briefings.

In addition, shareholders are encouraged to attend and participate at general meetings. To facilitate this, meetings will be held during normal business hours and the Company may use technology to facilitate participation at AGM’s.

ASX Recommendation 6.3	Compliance
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. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material stating that all Shareholders are encouraged to participate at the meeting.

ASX Recommendation 6.4	Compliance
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

The Company’s Constitution provides that the chairperson may determine to demand a poll on any resolution other than resolutions concerning the election of the chair or the adjournment of the general meeting. The Company will ensure that all substantive resolutions (as opposed to procedural resolutions) at shareholder meetings are decided by poll rather than a show of hands.

ASX Recommendation 6.5	Compliance
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 “Investors” section on the Company’s Website contains a link enabling security holders of the Company to register 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 will be referred to the Company Secretary at first instance.

Principle 7: Recognise and manage risk

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

ASX Recommendation 7.1	Compliance
<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> (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 <p>(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>	No

The Board, through the Audit, Risk and Compliance Committee ensures, amongst other things, that the Company has an effective risk management system in place and to manage key risk areas. The Committee is governed by the Audit, Risk and Compliance Charter approved by the Board, a copy of which is available on the Company's Website. The Charter sets out the roles, responsibilities, composition, structure and membership requirements of the Audit, Risk and Compliance Committee.

Due to the present size and scale of the Company's operations, the Committee will have four members, being Mr David Hannon (Chair) and Mr Reccared Fertig, being two non-executive directors of the Company, and Mr Cristóbal Garcia-Huidobro and Mr Andrew Phillips being executive directors of the Company.

ASX Recommendation 7.2	Compliance
<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>	Yes

The Board, through the Audit, Risk and Compliance Committee ensures, amongst other things, that the Company has an effective risk management system in place and to manage key risk areas.

The Board will annually review and approve the risk management and oversight policies of the Company. However, the Board does not consider that disclosure of when these reviews takes place will be necessary.

ASX Recommendation 7.3	Compliance
<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	Yes

The Company does not currently have an internal audit function. The Board plays an active role in monitoring the daily affairs of the Company. Each Board member has access to external auditors and the auditor has access to each Board Member. In the event of a resignation of external auditors, the Board will appoint a new external auditor, whose appointment will be subsequently ratified by shareholders in general meeting. In all other cases, an external auditor is appointed by shareholders in

general meeting. An external auditor can be removed by shareholders in general meeting. The Board does not have a policy for the rotation of external audit engagement partners of the Company.

ASX Recommendation 7.4	Compliance
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

The Company's Board Charter provides that the Board is required to ensure that business risks facing the Company are, where possible, identified and that appropriate monitoring and reporting internal controls are in place to manage such risks. The Company will disclose this information in its Annual Report and on the ASX website as part of its continuous disclosure obligations.

Principle 8: Remunerate fairly and responsibly

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.

ASX Recommendation 8.1	Compliance
The board of a listed entity should: <ul style="list-style-type: none"> (a) have a remuneration committee which: <ul style="list-style-type: none"> (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. 	No

The Remuneration and Nomination Committee is governed by the Remuneration and Nomination Committee Charter adopted by the Board, a copy of which is available on the Company's Website. The Charter sets out the roles, responsibilities, composition, structure and membership requirements of the Remuneration and Nomination Committee.

The Committee is comprised of Mr. Russell Barwick (Chair), as an independent director, Mr David Hannon and Mr Reccared Fertig, being two non-executive directors of the Company.

The Board is satisfied that the composition of the Committee reflects an appropriate balance of independence, skills and experience for the Company.

ASX Recommendation 8.2	Compliance
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 will disclose its remuneration policy in its Annual Report.

ASX Recommendation 8.3	Compliance
A listed entity which has an equity-based remuneration scheme should: <ul style="list-style-type: none"> (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 does not yet have an equity-based remuneration scheme. If in the future the Company adopts an equity based remuneration scheme, a copy or a summary of the policy will be disclosed. The Board has adopted a Securities Dealing Policy, a copy of which is available on the Company's Website. Under this policy, employees, directors, officers, senior management, consultants and contractors of the Company must not enter into any arrangements that operate to limit the economic risk associated with holding securities in the Company. Securities in the Company which are acquired under an equity plan operated by the company must never be hedged prior to vesting.