



Polymetals Resources Ltd

CORPORATE GOVERNANCE STATEMENT

In accordance with ASX Listing Rule 1.1 Condition 16, this Corporate Governance Statement sets out the extent to which Polymetals Resources Ltd ACN 644 736 247 (**Company**) will follow the 4th edition of the Corporate Governance Principles and Recommendations (**ASX Recommendations**) set by the ASX Corporate Governance Council, as at the date of admission of the Company to the official list of the ASX.

	ASX Recommendation	Compliance	Further information / explanation
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.			
1.1	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 operates under a board charter (Board Charter), a copy of which is available on the Company's website at www.polymetals.com. The Board Charter sets out the respective roles and responsibilities of the Board and management, and a description of those matters that are expressly reserved to the Board and those delegated to management. To assist in the execution of the Board's responsibilities, the Board has established the following committees of the Board (Board Committees): • Nomination, Remuneration and Human Resources Committee • Audit and Risk Committee The key responsibilities of each Board Committee are set out in their respective charters. Copies of those Board Committee charters are available on the Company's website. The Board Committees do not take actions or make decisions on behalf of the Board unless specifically mandated by prior Board authority to do so.
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and	Yes	The Constitution sets out the process of appointment, retirement and rotation of directors. In accordance with the Nomination, Remuneration and Human Resources Committee Charter, before a person is appointed as a director or put forward to shareholders as



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	(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.		a candidate to be elected as a director, the Company will ensure that appropriate checks are undertaken. In accordance with the requirements for listing on the ASX, the Company has undertaken background checks in respect of all of its directors. The Nomination, Remuneration and Human Resources Committee is responsible for reviewing potential candidates for directorship and making a recommendation to the Board. The Company will provide shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a person as a director.
1.3	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 appointment of any new director of the Company and each senior executive will be made by, and in accordance with, a formal letter of appointment or services agreement setting out the key terms and conditions relevant to that appointment. Each of the Company's non-executive directors has signed an appointment letter with the Company. The Company has no executive directors.
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	In accordance with the Board Charter, the company secretary of the Company is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The key roles and responsibilities of the company secretary are set out in the Board Charter.
1.5	A listed entity should: (a) have and disclose a diversity policy; (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 (c) disclose in relation to each reporting period: (i) the measurable objectives set for that period to achieve gender diversity;	Yes	The Company has adopted a Diversity Policy, a copy of which is available on the Company's website. The Company recognises that a diverse workforce achieved through merit-based decision-making is integral to building and sustaining a culture that fosters equal opportunity. The Board will review and approve measurable objectives for achieving gender diversity in the composition of the Board, senior management and the workforce generally. The Nomination, Remuneration and Human Resources Committee will make recommendations to the Board regarding the measurable objectives. Given the Company has only recently adopted its Diversity Policy, the Company is currently in the process of establishing measurable objectives for achieving gender



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	(ii) the entity's progress towards achieving those objectives; and (iii) 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 and published under that Act. If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.		diversity in accordance with the Diversity Policy. It is the intention of the Company that these objectives will be disclosed in the Company's next Corporate Governance Statement.
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process during or in respect of that period.	Yes	The Company has a Nomination, Remuneration and Human Resources Committee Charter, which is available on the Company's website. This charter sets out the Company's process for evaluating the performance of the board, its committees and individual directors. At least once per year the Board will, with the advice and assistance of the Nomination, Remuneration and Human Resources Committee, review and evaluate the performance of the Board, each Board Committee and each individual director against the relevant charters, corporate governance policies (including, without limitation, the Company's Nomination, Remuneration and Human Resources Committee Charter), and agreed goals and objectives.
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and	Yes	Performance reviews for senior executives will take place at least annually. The Nomination, Remuneration and Human Resources Committee is responsible for overseeing these reviews and reporting to the Board on their outcome.



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	(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.		The Company will ensure that appropriate disclosures in the remuneration report are made in relation to each reporting period as to the performance evaluations that were undertaken and the process that was followed.
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.			
2.1	The board of a listed entity should: (a) have a nomination 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: (iii) the charter of the committee; (iv) the members of the 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 (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.	Yes	The Company has established a Nomination, Remuneration and Human Resources Committee, governed by the Nomination, Remuneration and Human Resources Committee Charter. A copy of the Committee Charter is available on the Company's website. The Committee is comprised of Christopher Johnston and Christopher Schroor, both of whom are non-executive directors and independent directors. The Chair of the Committee is Christopher Johnston, an independent director. The Board is satisfied that the composition of the Committee reflects an appropriate balance of independence, skills and experience for the Company. The Committee will report the number of times it meets throughout each reporting period, and the individual attendances of the members at those meetings. Disclosure of this information will be made in the Company's Annual Reports.
2.2	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.	Yes	The Company is in the process of implementing a Board skills matrix which sets out the mix of skills that the Board currently has or is looking to achieve in its membership, a copy of which will be available on the Company's website.



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			In establishing the Board, the Company had regard to the skills and expertise required of the directors relevant to the Company's business and its listing on ASX.
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position 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	The Board is composed of 3 directors, David Sproule, Christopher Johnston and Christopher Schroor. The Board Charter sets out the criteria adopted by the Board for determining the independence of directors, in accordance with the guidelines provided by the ASX Recommendations. A director will be considered independent by the Company if he or she is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole and its shareholders generally. The Board is will regularly review the independence of each Director. Christopher Johnston and Christopher Schroor are considered independent directors. David Sproule is a Non-Executive Chairman and Director and is not considered to be independent. The length of service of each director will be disclosed in future Annual Reports.
2.4	A majority of the board of a listed entity should be independent directors.	Yes	Two of the three of the directors are independent directors (Christopher Johnston and Christopher Schroor) and the remaining director is a non-independent director (David Sproule). Accordingly, the majority of the Board are independent directors.
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No	The Chair of the Board, David Sproule, is not an independent director. It is understandable and beneficial to the company that David Sproule be chair of the board as he has had previous involvement in its operations and provides strategic guidance to the Senior Management team. The Company has a strong pool of independent non-executive directors to adequately protect shareholder interests and maintain a balanced board. The Company CEO is Alex Hanly.
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	Yes	In accordance with the Nomination, Remuneration and Human Resources Committee Charter, the Committee is responsible for developing, implementing and reviewing director induction programs and director competencies and to update and enhance



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	undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.		directors' continuing education measures to enhance knowledge and skills in order to develop and maintain the skills and knowledge needed to perform their role as directors effectively. The Committee is in the process of implementing a program for inducting new directors, to ensure that all new directors are acquainted with knowledge of the Company and the industry within which it operates.
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.			
3.1	A listed entity should articulate and disclose its values.	Yes	The Company's core values are set out in the Company's Code of Conduct, a copy of which is available on the Company's website.
3.2	A listed entity should: (d) have and disclose a code of conduct for its directors, senior executives and employees; and (e) 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 Code of Conduct applies to all personnel of the Company and its subsidiaries (including all directors, senior executives, employees, contractors and consultants). Any material reports of unacceptable behaviour will be reviewed by the Company Secretary and reported to the Board.
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	The Company has adopted a Whistleblower Policy, a copy of which is available on the Company's website. The Company will ensure that the Board is informed of any material incidents reported under the Whistleblower Policy.
3.4	A listed entity should: (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 has adopted an Anti-bribery and Corruption Policy, a copy of which is available on the Company's website. The Company will ensure that the Board is informed of any material breaches of the Anti-bribery and Corruption Policy.



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Principle 4 – Safeguard the integrity of corporate reports A listed entity should have appropriate processes to verify the integrity of its corporate reports.			
4.1	The board of a listed entity should: (a) have an audit committee which: (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board, and disclose: (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (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.	Yes	The Company has established an Audit and Risk Committee, governed by the Audit and Risk Committee Charter. A copy of the Committee Charter is available on the Company's website. The Committee is comprised of Christopher Johnston and Christopher Schroor, both of whom are non-executive, independent directors. The Chair of the Committee is Christopher Johnston, an independent director. The relevant qualifications and experience of the Committee members are set out in the Company's Prospectus dated 21 April 2021 and will also be disclosed in future Annual Reports. The Board is satisfied that the composition of the Committee reflects an appropriate balance of independence, skills and experience for the Company. The Committee will report the number of times it meets throughout each reporting period, and the individual attendances of the members at those meetings. Disclosure of this information will be made in the Company's Annual Reports.
4.2	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	Yes	Before the Board approves the Company's financial statements for a financial period, it will receive from the Company's CEO and CFO (of, if the Company does not have a CEO or CFO, the person(s) fulfilling that function) a declaration that, in their opinion, the Company's financial reports have been properly maintained, and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the Company's financial position and performance and that the opinion has



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	been formed on the basis of a sound system of risk management and internal control which is operating effectively.		been formed on the basis of a sound system of risk management and internal control which is operating effectively.
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	The Company's full-year and half-year reports will be audited or reviewed by an external auditor. The Company, which has only been incorporated since 30 September 2021, had its HY20 half-year accounts audited by RSM Australia Partners. The FY19 and FY20 full year accounts for its subsidiary, Golden Guinea, were also audited by RSM Australia Partners. To date, the Company has not had to issue periodic reports under the ASX Listing Rules. The Board will 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 in the course of FY21.
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.			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	The Company has adopted a Continuous Disclosure Policy for complying with its continuous obligations under ASX Listing Rule 3.1 and the <i>Corporations Act 2001</i> (Cth) (Act). A copy of the Continuous Disclosure Policy is available on the Company's website. The Company will immediately disclose to ASX any information concerning the Company that it is aware of which a reasonable person would expect to have a material effect on the price or value of the Company's securities. The Continuous Disclosure Policy establishes procedures to ensure that that Company's directors, officers, management, employees and consultants are aware of, and fulfil their obligations in relation to, the Company's disclosure obligations under the ASX Listing Rules and the Act. 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. All market sensitive information will be made available on the Company's website following



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			receipt of confirmation from ASX that the announcement is made on the ASX Market Announcements Platform.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Company will ensure that the Board receives copies of all material market announcements promptly after they have been made.
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	In the event that the Company gives a new and substantive investor or analyst presentation, the Company will release a copy of the presentation materials to the ASX Market Announcements Platform ahead of the presentation. The Continuous Disclosure Policy provides that slides and other materials used in analyst briefings and other public presentations will be given to ASX for release to the market. The information will then be promptly placed on the Company's website following confirmation of release to the market by ASX.
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.			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company's website will be the primary means of providing information to all investors and other stakeholders, in addition to the lodgement of relevant financial and other information with ASX. The corporate governance section of the Company's website will contain the following information: - information about the Company and its governance, including the names, photographs and brief biographical information about its Directors and executives; - copies of the Company's constitution and key corporate governance documents, including Board and Board Committee charters and corporate governance policies. The Company's ASX announcements, annual reports and financial statements will be available on the Company's website following the Listing.



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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 Communication Policy which supports the Board's commitment to effective two-way communication with its shareholders, a copy of which is available on the Company's website. The Company communicates with shareholders in a number of ways, including: • annual and half-yearly reports; • ASX market announcements in according with the Continuous Disclosure Policy; • updates on operations and developments; • announcements on the Company's website; • analyst and market briefings; and • presentations at general meetings.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Shareholder Communication Policy set outs how the Company facilitates and encourages participation at shareholder meetings. At the Company's annual general meetings, shareholders will be invited to ask the Chair or any member of the Board questions about or comment on the results, operations, strategy and/or management of the Company. The Chair will provide shareholders present with a reasonable opportunity to ask questions and discuss proposals. The external auditor will also be available at the meeting to answer questions about the conduct of the audit and preparation and content of the auditor's report.
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	The Company will ensure that all substantive resolutions at shareholders meetings are decided by poll rather than a show of hands.
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	All shareholders will be able to communicate with the Company and its share registry electronically.
Principle 7 – Recognise and manage risk			



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A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.			
7.1	The board of a listed entity should: (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 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 (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.	Yes	The Board, through the Audit and Risk Committee ensures, amongst other things, that the Company has a sound and effective risk management system in place to manage key risk areas. The Committee is governed by the Audit and Risk Committee Charter, a copy of which is available on the Company's website. The Audit and Risk Committee is comprised of Christopher Johnston and Christopher Schroor, both of whom are independent directors. The Chair of the Committee is Christopher Johnston, an independent director. The Board is satisfied that the composition of the Committee reflects an appropriate balance of independence, skills and experience for the Company. The Committee will report the number of times it meets throughout each reporting period, and the individual attendances of the members at those meetings. Disclosure of this information will be made in the Company's Annual Reports.
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.	Yes	The Audit and Risk Committee is required, at least annually, to review the Company's risk management framework and make recommendations to the Board, to ensure that the framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board. The Company will disclose, in relation to each reporting period, whether such a review has taken place. The first of these reviews will take place during the FY21 reporting period, being the Company's first reporting period as an ASX listed entity.
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or	Yes	(a) The Audit and Risk Committee Charter provides for the Audit and Risk Committee to monitor and periodically review the need for an internal audit function, as well as assessing the performance and objectivity of any internal audit procedures that may be in place.



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	(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.		(b) The Company does not have an internal audit function. The Board considered the process employed pursuant to the Audit and Risk Committee Charter and Risk Management Policy are sufficient for evaluating and continually improving the effectiveness of its risk management and internal control processes given the size and complexity of the current business.
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	The Audit and Risk Committee Charter 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's Corporate Governance Plan requires the Company to disclose whether it 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 risk. Where the Company does not have material exposure to environmental or social risks, report the basis for that determination to the Board, and where appropriate benchmark the Company's environmental or social risk profile against its peers. The Company will disclose this information in its Annual Report.
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 interest with the creation of value for security holders and with the entity's values and risk appetite.			
8.1	The board of a listed entity should: (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:	Yes	The Company has established a Nomination, Remuneration and Human Resources Committee, governed by the Nomination, Remuneration and Human Resources Committee Charter. A copy of the Committee Charter is available on the Company's website. The Committee is comprised of Christopher Johnston and Christopher Schroor, both of whom are Non-Executive Directors and are independent directors. The Chair of the Committee is Christopher Johnston, an independent director.



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	(iii) the charter of the committee; (iv) the members of the 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 (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.		The Board is satisfied that the composition of the Committee reflects an appropriate balance of independence, skills and experience for the Company. The Committee will report the number of times it meets throughout each reporting period, and the individual attendances of the members at those meetings. Disclosure of this information will be made in the Company's Annual Reports.
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	Information on the Company's remuneration of non-executive directors and executive directors is detailed in the Company's Prospectus dated 21 April 2021 and will be disclosed in the Company's remuneration report (which will be contained in each Annual Report).
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Yes	The Company does not currently have any equity-based remuneration scheme. Under the Securities Trading Policy, a copy of which is available on the Company's website, all directors and senior executives of the Company (and any other persons identified by the Board or the Company Secretary from time to time) are prohibited from entering into any transactions that operates to limits the economic risk of their security holding in the Company.