



Corporate Governance Statement

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This Corporate Governance Statement is current as at 7 October 2021 and was reviewed and approved by the Board of Directors on that date.

On behalf of the directors



PETER COOK
Non-Executive Chairman

Perth, 7 October 2021

Introduction

In fulfilling its obligations and responsibilities to various stakeholders, the board of directors (**Board**) of Breaker Resources NL (**Company**) advocates the adoption of and adherence to a framework of rules, relationships, systems and processes by which authority is exercised and controlled within the Company. The Board supports a system of corporate governance to ensure that the management of the Company is conducted in a manner which is directed at achieving the Company's objectives in a proper and ethical manner.

The goals of the corporate governance process are to:

- ✘ maintain and increase shareholder value;
- ✘ ensure a prudential and ethical basis for the Company's conduct and activities; and
- ✘ ensure compliance with the Company's legal and regulatory objectives.

The Company's corporate governance manual, incorporating the various charters, policies and procedures which define the Company's corporate governance structure, is reviewed annually by the Board. In addition, the Board considers on an ongoing basis how management information is presented to them and whether such information is sufficient to enable them to discharge their duties as directors. Such information must be sufficient to enable the directors to determine operating and financial strategies from time to time in light of changing circumstances and economic conditions. The directors recognise that gold exploration is an inherently risky business and that operational strategies adopted should, notwithstanding, be directed towards improving or maintaining the net worth of the Company.

ASX Recommendations

The Board has agreed that for so long as it is admitted to the official list of the ASX it shall abide by the ASX Corporate Governance Principles and Recommendations (**ASX Recommendations**), where applicable. The Board may from time to time determine to depart from the ASX Recommendations in certain particulars having regard to the circumstances of the Company, including its size, stage of development and other material factors.

The fourth edition of the ASX Recommendations was released in February 2019. The table overleaf lists each of the ASX Recommendations and whether the Company is in compliance and was so for the 2020/21 reporting period. Where the Company considers that it is divergent from the ASX Recommendations, or that it is not practical to comply, there is an explanation of the Company's reasons provided.

Further Information

This Corporate Governance Statement and further information about the Company's governance practices is set out on its website at <http://www.breakerresources.com.au/company/corporate-governance>.

Principle	Comment
<p>1. Lay solid foundations for management and oversight</p> <p>1.1 A listed entity should have and disclose a board charter setting out:</p> <ul style="list-style-type: none"> (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. <p>1.2 A listed entity should:</p> <ul style="list-style-type: none"> (a) undertake appropriate checks before appointing a director or senior executive, or putting 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. <p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p> <p>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.</p> <p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> (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: <ul style="list-style-type: none"> (i) the measurable objectives set for that period to achieve gender diversity; (ii) the entity's progress towards achieving those objectives; and (iii) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the 	<p>✓ The Company's Corporate Governance Manual (CGM) includes a board charter (disclosed on the website) which outlines the specific responsibilities of the directors. The Board delegates responsibility for the day-to-day operations and administration of the Company to the Managing Director (or equivalent – ie. Executive Chairman).</p> <p>✓ The Company's Corporate Governance Manual (CGM) includes a board charter (disclosed on the website) which outlines the specific responsibilities of the directors. The Board delegates responsibility for the day-to-day operations and administration of the Company to the Managing Director (or equivalent – ie. Executive Chairman).</p> <p>✓ The Company has a written agreement in place with each director and senior executive which sets out the term of their appointment. Any material variations to written agreements with directors are disclosed to the ASX.</p> <p>✓ The company secretary co-reports directly to the Non-Executive Chairman and Managing Director, and communicates with all directors on a regular basis.</p> <p>✓ The Company's CGM includes a diversity policy (disclosed on the website) which has the objective of providing a fair and equitable workplace, free from discrimination related to age, gender, ethnic, cultural or other personal factors, in which diversity enhances the Company's performance and shareholder value.</p> <p>✓ The establishment of measurable diversity objectives is considered annually by the Board.</p> <p>✗ Given the Company's small size, the Board does not think it is yet appropriate to include measurable objectives in relation to gender. As the Company grows and requires more employees, the Company will continue to review this policy and amend as appropriate.</p> <p>The nomination committee annually reviews and reports to the Board as to the proportion of female employees in the Company. As at 30 June 2021, 25% of all employees and 33% of senior executives were female. There are no female directors on the Board.</p>

Principle	Comment
<p>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> <p>1.6 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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p> <p>1.7 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p><i>Note: Senior executives are defined as the company's key management personnel, excluding the non-executive directors.</i></p> <p>Both the board and nomination committee charters (disclosed on the website) include a section on performance evaluation practices adopted by the Company. The chairman and/or nomination committee may review the performance of the Board, its committees and individual directors to ensure that the Company continues to have the mix of skills and experience necessary for the conduct of its activities. No formal performance evaluation of the Board, its committees and individual directors has taken place to date however an informal discussion was undertaken by the nomination committee.</p> <p>The Company does not currently have in place a formal process for periodically evaluating the performance of its senior executives. It is intended that once the scale and scope of the Company's operations increases, such a process will be implemented. No formal performance evaluation of the senior executives has taken place to date.</p>
<p>2. Structure the Board to add value</p> <p>2.1 The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director; and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of the reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p>	<p>A nomination committee is in place and currently comprises Linton Putland, Mark Edwards and Tom Sanders, the majority of whom are independent directors. The chairman of the committee is Linton Putland (an independent non-executive director). A copy of the committee charter is available on the website, together with the policy for the selection of directors.</p> <p>During the reporting period, the nomination committee met on one (1) occasion (August 2020) and all committee members were present.</p>

Principle	Comment
(b) if it does not have a nomination committee, disclose the fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	n/a
2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	✘ The Company does not utilise a formal matrix however the skills, experience and expertise of each director are set out in the Directors' Report contained within the Annual Report and reviewed annually by the nomination committee. The Board charter (disclosed on the website) provides background to the Board composition.
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, 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.	✓ The Board comprises six (6) directors, of whom four (4) are independent (Peter Cook, Mark Edwards, Mike Kitney and Linton Putland) and neither of whom have any interest, position, association or relationship of the type described in Box 2.3. n/a Fees for non-executive are not linked to the performance of the Company however to align director's interests with shareholder interests, the directors are encouraged to hold shares in the Company and are able to participate in the employee incentive option scheme, although any allocation must be approved by shareholders in general meeting. ✓ Tom Sanders, Mark Edwards and Mike Kitney were appointed in July 2010. Linton Putland was appointed in August 2018. Eric Vincent was appointed in March 2020. Peter Cook was appointed in September 2021.
2.4 A majority of the board of a listed entity should be independent directors.	✓ Four (4) of the Company's six (6) directors are independent.
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.	✓ The Company chairman is currently a non-executive and independent director (Peter Cook).

Principle	Comment
<p>2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>✓ The nomination committee reviews the skills and experience of the directors and ascertains any shortcomings and development opportunities; it also oversees any induction and ongoing education requirements.</p>
<p>3 Promote ethical and responsible decision making</p>	
<p>3.1 A listed entity should articulate and disclose its values.</p>	<p>✓ The desired attributes of Company employees are set out in the Company's code of conduct within the Company's CGM and is available on the website.</p>
<p>3.2 A listed entity should:</p> <ul style="list-style-type: none"> (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it. 	<p>✓ A code of conduct is incorporated within the Company's CGM and is available on the website. The code provides a framework for decisions and actions promoting ethical conduct in employment.</p>
<p>3.3 A listed company should:</p> <ul style="list-style-type: none"> (a) have and disclose a whistle blower policy; and (b) ensure that the board or committee of the board is informed of any material incidents reported under that policy. 	<p>✓ A Whistleblower Policy is incorporated within the Company CGM and is available on the website. The policy sets out the process for informing the Board of any material incidents.</p>
<p>3.4 A listed entity should:</p> <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. 	<p>✓ The Company's commitment to anti-bribery and corruption is set out in the Company's code of conduct within the CGM and is available on the website. The code sets out the reporting process in respect of any breach.</p>
<p>4 Safeguard the integrity in financial reporting</p>	
<p>4.1 The board of a listed entity should:</p> <ul style="list-style-type: none"> (a) have an audit committee which: <ul style="list-style-type: none"> (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 chair of the board, and disclose: 	<p>The Company's audit committee currently comprises Mark Edwards, Mike Kitney and Linton Putland, all of whom are independent non- executive directors.</p> <p>The chairman of the audit committee is Mark Edwards who is an independent non-executive director and not the chairman of the Company.</p>

Principle	Comment
<p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>The audit committee charter is disclosed on the Company's website whilst the qualifications and experience of the members are outlined in the directors' profiles in the Directors' Report contained within the Annual Report.</p> <p>During the reporting period, the audit committee met on two occasions (August 2020 and February 2021) and all members were present on both occasions.</p> <p>n/a</p>
<p>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 been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>✓ (half & Full year reports)</p> <p>The Company's chief executive officer (or equivalent) and chief financial officer (or equivalent) have provided the Board with the appropriate assurances in relation to full year and half year statutory financial reports during the reporting period. The Company's quarterly cashflow reports (Appendix 5B) are reviewed by the Board prior to their release however a formal declaration is not sought.</p>
<p>4.3 A listed entity should disclose the process to verify the integrity of any periodic report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p>✓ The Company ensures that the corporate reports it releases are reviewed by management and circulated to the Board to ensure the financial and technical information is accurate and understandable.</p>
<p>5 Make timely and balanced disclosure</p>	
<p>5.1 A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>A continuous disclosure policy is incorporated within the Company's CGM and is available on the website.</p> <p>✓</p>
<p>5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>✓ Pursuant to the Company's Continuous Disclosure Policy, the Board receives material market announcements promptly after they have been made.</p>
<p>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</p>	<p>✓ All substantive and analyst presentations are released on the ASX Market Announcements Platform ahead of the presentation.</p>

Principle	Comment
<p>Platform ahead of the presentation.</p>	
<p>6 Respect the rights of security holders</p>	
<p>6.1 A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>✓ The Company's website www.breakerresources.com.au provides information on the Company including its background, objectives, projects and contact details. The corporate governance page provides access to documents such as the board and committee charters, securities trading policy and diversity policy.</p>
<p>6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>✓ A shareholder communication policy is incorporated within the Company's CGM and is available on the website.</p>
<p>6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	<p>✓ The Board encourages the attendance of shareholders at shareholders' meetings and sets the time and place of each meeting to promote maximum attendance by shareholders.</p>
<p>6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	<p>✓ Substantive resolutions at general meetings of the Company are decided by poll. The Company's utilises the technology of the Company's share registry to facilitate poll voting for its shareholders.</p>
<p>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.</p>	<p>✓ The Company encourages the use of electronic communication and offers Security Holders the option to receive and send electronic communication to the Company and its Share Registry where possible. Shareholders can also subscribe to receive email notifications when an announcements is made by the Company to the ASX. Links to these announcements are also provided on the Company's website.</p>
<p>7 Recognise and manage risk</p>	
<p>7.1 The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director; and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have a risk committee or committees that</p>	<p>✓ (except (ii))</p> <p>The Company has established a risk committee which is responsible for overseeing and approving risk management strategy and policies, internal compliance and non-financial internal control. A copy of the risk committee charter is available on the Company's website, together with the Company's risk management policy.</p> <p>The committee currently comprises Tom Sanders, Mike Kitney and Linton Putland, of whom two (2) are independent directors. The chairman of the committee is Tom Sanders (a non-independent director).</p> <p>The committee met on two occasions (November 2020 and May 2021) during the reporting period and both meetings were attended by all of the committee members.</p> <p>n/a</p>

Principle	Comment
<p>satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	
<p>7.2 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>	<p>✓ The Company's risk management policy provides a framework for the risk management and internal control system and both the policy and the risk management framework are reviewed annually by the risk committee (completed May 2021). In addition, senior executives are responsible for the establishment and maintenance of a risk register (which is reviewed twice-yearly – completed November 2020 and May 2021) and of reporting to the committee as to the effectiveness of the Company's management of its material business risks.</p>
<p>7.3 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>	<p>n/a</p> <p>✓ The Company does not have a formal internal audit function however the audit and risk committees oversee the effectiveness of governance, risk management and internal control processes. Risk management is also a standing item at each Board meeting.</p>
<p>7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>✓ The Company does not currently have any material exposure to economic, environmental and social sustainability risks. A number of environmental studies were undertaken at the Lake Roe Project during the period and no significant issues were identified.</p>
<p>8 Remunerate fairly and responsibly</p>	
<p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director; and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have a remuneration committee, disclose</p>	<p>A remuneration committee is in place and comprises Mike Kitney, Mark Edwards and Linton Putland, all of whom are independent non- executive directors. The chairman of the committee is Mike Kitney (an independent director). A copy of the remuneration committee charter is available on the Company's website.</p> <p>During the reporting period, the remuneration committee met formally on one (1) occasion (February 2021). All committee members were present.</p>

Principle	Comment
<p>that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>n/a</p>
<p>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.</p>	<p>✓ The structure of non-executive director remuneration is clearly distinguishable from that of executive directors and other senior executives. A copy of the Company's remuneration policy is available on the website. The remuneration packages applicable to directors are detailed in the Remuneration Report which forms part of the Directors' Report in the Annual Report.</p>
<p>8.3 A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>✓ Directors are prohibited from entering into transactions which limit the risk of participating in unvested entitlements under any equity-based remuneration scheme.</p> <p>✓</p>