## PURE RESOURCES LIMITED ACN 653 330 413 (Company)

## **CORPORATE GOVERNANCE STATEMENT**

This Corporate Governance Statement is current as at 30 June 2022 and has been approved by the Board of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company will, as at the date it is admitted to the official list of the ASX, follow the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations – 4<sup>th</sup> Edition (**Recommendations**). The Recommendations are not mandatory, however the Recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt in lieu of the recommendation.

The Company has adopted a Corporate Governance Plan which provides the written terms of reference for the Company's corporate governance duties.

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

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

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
Principle 1: Lay solid foundations for management and overs	sight	
Recommendation 1.1	YES	The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management.

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RECOA	MMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
. ,	A listed entity should have and disclose a board charter which sets out the respective roles and responsibilities of the Board, the Chair and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.		The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy.  A copy of the Company's Board Charter, which is part of the Company's Corporate Governance Plan, is available on the Company's website.
	entity should:  undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a Director; and  provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.	YES	<ul> <li>(a) The Company has guidelines for the appointment and selection of the Board and senior executives in its Corporate Governance Plan. The Company's Nomination Committee Charter requires the Nomination Committee (or, in its absence, the Board) to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person, or putting forward to security holders a candidate for election, as a Director.</li> <li>(b) Under the Nomination Committee Charter, all material information relevant to a decision on whether or not to elect or re-elect a Director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director.</li> </ul>
A listed	d entity should have a written agreement with each or and senior executive setting out the terms of their atment.	YES	The Company's Nomination Committee Charter requires the Nomination Committee (or, in its absence, the Board) to ensure that each Director and senior executive is personally a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment.

RECO!	MMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
			The Company has written agreements with each of its Directors and senior executives.
Recommendation 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	The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
	mendation 1.5 I entity should: have and disclose a diversity policy;	PARTIALLY	(a) The Company has adopted a Diversity Policy which provides a framework for the Company to establish, achieve and measure diversity objectives, including in respect of gender diversity. The Diversity Policy is available on the Company's website.
(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		(b) The Diversity Policy allows the Board to develop measurable objectives and strategies to meet the objectives of the Diversity Policy and to monitor the Company's progress in achieving them.
(c)	<ul> <li>disclose in relation to each reporting period:</li> <li>(i) the measurable objectives set for that period to achieve gender diversity;</li> <li>(ii) the entity's progress towards achieving those objectives; and</li> </ul>		(c) The Board does not presently intend to set measurable gender diversity objectives due to the current size of the Company and the nature and scale of its operations.
	(iii) either:		

RECOA	MENDATIO	NS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLA	NATION
	(A)	the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or			
	(B)	if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act.			
comm object of its k	encement of ive for achies soord shou	s in the S&P / ASX 300 Index at the of the reporting period, the measurable eving gender diversity in the composition ld be to have not less than 30% of its gender within a specified period.			
	nmendation			(a)	the Board) is responsible for evaluating the performance
A listed	d entity shou	ıld:	YES		the Board, its committees and individual Directors on an annual basis. It may do so with the aid of an independent
(a)	evaluating	d disclose a process for periodically g the performance of the Board, its es and individual Directors; and			advisor. The process for this is set out in the Company's Corporate Governance Plan, which is available on the Company's website.
(b)	performar	for each reporting period whether a nce evaluation has been undertaken in ace with that process during or in respect riod.		(b)	The Company will disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company intends to complete performance evaluations in respect of the Board, its committees (if any) and individual Directors for each financial year in accordance with the above process.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
Recommendation 1.7  A listed entity should:  (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	<ul> <li>(a) The Company's Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Company's senior executives on an annual basis. The Company's Remuneration Committee (or, in its absence, the Board) is responsible for evaluating the remuneration of the Company's senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non-executive Director.</li> <li>The applicable processes for these evaluations can be found in the Company's Corporate Governance Plan, which is available on the Company's website.</li> <li>(b) The Company will disclose whether or not performance evaluations were conducted during the relevant reporting period. 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.</li> <li>At this stage, due to the current size and nature of the existing Board and the magnitude of the Company's operations, the Company has not appointed any senior executives.</li> </ul>

RECO	MMEND.	ATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
Recommendation 2.1  The Board of a listed entity should:		PARTIALLY	(b) The Company does not have a Nomination Committee as the Board considers that the Company will not currently benefit from its establishment. In accordance with the	
(a)	have	a nomination committee which:		Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee under the Nomination Committee Charter,
	(i)	has at least three members, a majority of whom are independent Directors; and		including the following processes to address succession issues and to ensure the Board has the appropriate
	(ii)	is chaired by an independent Director,		balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively:
	and c	disclose:		
	(iii)	the charter of the committee;		(i) devoting time at least annually to discuss Board succession issues and updating the Company's
	(i∨)	the members of the committee; and		Board skills matrix; 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		(ii) all Board members being involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.
(b)	disclo addre the B know divers	does not have a nomination committee, use that fact and the processes it employs to ess Board succession issues and to ensure that would have the appropriate balance of skills, ledge, experience, independence and sity to enable it to discharge its duties and ensibilities effectively.		

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
Recommendation 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	Under the Nomination Committee Charter, the Nomination Committee (or, in its absence, the Board) is required to prepare a Board skills matrix setting out the mix of skills that the Board currently has (or is looking to achieve) and to review this at least annually against the Company's Board skills matrix to ensure the appropriate mix of skills to discharge its obligations effectively and to add value and to ensure the Board has the ability to deal with new and emerging business and governance issues.  The Company has a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership. A copy is available on the Company's website.  The Board Charter requires the disclosure of each Board member's qualifications and expertise. Full details as to each Director and senior executive's relevant skills and experience are available on the Company's website.
Recommendation 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 or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendations (4th Edition), but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and	YES	<ul> <li>(a) The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent. The Board considers the following Directors are independent: Jane Law and James Warren.</li> <li>(b) There are no independent Directors who fall into this category.</li> <li>(c) The Company's Annual Report will disclose the length of service of each Director, as at the end of each financial year.</li> </ul>

YES	The Company's Board Charter requires that, where practical, the majority of the Board should be independent.  The Board currently comprises a total of three directors, of whom two are considered to be independent. As such, independent directors currently comprise the majority of the Board.
	The Board Charter provides that, where possible, the Chair of the Board should be an independent Director and should not be the Managing Director.  While the Board appreciates the benefit of an independent Director taking the role of the Chair, the Board considers that Patric Glovac is able to retain independent judgement so as not to interfere with the discharge of his duties. The Board has considered the current size and nature of the Company and Board composition, and has determined that Patric is the most suitable Director to act as Chair. The Board believes that it is sufficiently able to discharge its duties and responsibilities.
	In accordance with the Company's Nomination Committee Charter, the Nominations Committee (or, in its absence, the Board) is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.
	NO

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
Recommendation 3.1  A listed entity should articulate and disclose its values.	YES	The Company has a commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders.  The Company's values are set out in its Code of Conduct and are available on the Company's website. All employees are given appropriate training on the Company's values and senior executives will continually reference such values.
Recommendation 3.2  A listed entity should:  (a) have and disclose a code of conduct for its Directors, senior executives and employees; and  (b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.	YES	<ul> <li>(a) The Company's Code of Conduct applies to the Company's Directors, senior executives and employees, with further details of Directors' required code of conduct compliance forming part of the Corporate Governance Plan. The Company's Code of Conduct is available on the Company's website.</li> <li>(b) Any material breaches of the Code of Conduct are reported to the Board or a committee of the Board by the Company Secretary.</li> </ul>
Recommendation 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	<ul> <li>(a) The Company's Whistleblower Protection Policy is available on the Company's website.</li> <li>(b) Any material breaches of the Whistleblower Protection Policy are to be reported to the Whistleblower Protection Officer as outlined in the Policy.</li> </ul>
Recommendation 3.4  A listed entity should:	YES	(a) The Company's Anti-Bribery and Anti-Corruption Policy is available on the Company's website.

RECO	RECOMMENDATIONS (4TH EDITION)		COMPLY	EXPL	ANATION
(a)	polic <sup>1</sup> ensur	and disclose an anti-bribery and corruption y; and the Board or committee of the Board is ned of any material breaches of that policy.		(b)	Any material breaches of the Anti-Bribery and Anti-Corruption Policy are to be reported to the Company Secretary or Managing Director (or equivalent).
Princi	ple 4: Sc	feguard the integrity of corporate reports			
	oard of	a listed entity should:  an audit committee which:  has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and is chaired by an independent Director, who is not the Chair of the Board,	PARTIALLY	(a)	The Company does not have an Audit and Risk Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter including the following processes to independently verify the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, as well as the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:
	and (iii) (iv) (v)	the charter of the committee; the relevant qualifications and experience of the members of the committee; and 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			<ul> <li>(i) the Board devotes time at annual Board meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors; and</li> <li>(ii) all members of the Board are involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting.</li> </ul>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.		
Recommendation 4.2  The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	PARTIALLY	The Company's Audit and Risk Committee Charter requires the Managing Director and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on these terms.  The Company intends to obtain a sign off on these terms for each of its financial statements in each financial year.
Recommendation 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 will include in each of its reports, to the extent that the information contained in the report is not audited or reviewed by an external auditor, a description of the process undertaken to verify the integrity of the information in the report.
Principle 5: Make timely and balanced disclosure	,	
Recommendation 5.1	YES	The Company's Continuous Disclosure Policy is available on the Company's website.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.		
Recommendation 5.2  A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	YES	Under the Company's Continuous Disclosure Policy, all members of the Board will receive material market announcements promptly after they have been made.
Recommendation 5.3  A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	YES	Under the Company's Continuous Disclosure Policy substantive investor or analyst presentations will be released on the ASX Markets Announcement Platform ahead of such presentations.
Principle 6: Respect the rights of security holders		
Recommendation 6.1  A listed entity should provide information about itself and its governance to investors via its website.	YES	Information about the Company and its governance is available in the Corporate Governance section of the Company's website.
Recommendation 6.2  A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	YES	The Company has adopted a Shareholder Communications Policy which aims to promote and facilitate effective two-way communication with investors. The Policy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website. The Company's Continuous Disclosure Policy also allows for shareholders to contact the Company with specific questions or requests for additional information.

RECO!	MMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
Recommendation 6.3  A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.		YES	Shareholders are encouraged to participate at all general meetings and AGMs of the Company.
Recommendation 6.4  A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.		YES	The Company's Corporate Governance Plan allows for all substantive resolutions at securityholder meetings to be decided by a poll rather than a show of hands.
Recommendation 6.5  A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.		YES	The Shareholder Communication Policy provides that security holders can view all information provided to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports, via the Company's website.  Shareholder queries should be referred to the Company Secretary at first instance.
Princip	ole 7: Recognise and manage risk		
	nmendation 7.1  Pard of a listed entity should:  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:	YES	(b) The Company does not have an Audit and Risk Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter including processes to oversee the entity's risk management framework and ensure:  (i) compliance with all applicable laws, regulations and company policies;  (ii) the effectiveness and adequacy of internal control processes; and

RECOMMENDATIONS (4TH EDITION)			COMPLY	EXPLA	NATION	ı
	(iii) (iv)	the charter of the committee; the members of the committee; and			(iii)	the identification and management of business, economic, environmental and social sustainability risks.
	(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)	that s	bes not have a risk committee or committees atisfy (a) above, disclose that fact and the ess it employs for overseeing the entity's risk agement framework.				
	review least	a committee of the Board should:  If the entity's risk management framework at annually to satisfy itself that it continues to be all and that the entity is operating with due at the risk appetite set by the Board; and	YES	(a)	Audit should risk m wheth busine	udit and Risk Committee Charter requires that the and Risk Committee (or, in its absence, the Board) I, at least annually, satisfy itself that the Company's lanagement framework continues to be sound, er there have been any changes in the material ess risks the Company faces and that the Company is ting with due regard to the risk appetite set by the
(b)		se in relation to each reporting period, ner such a review has taken place.		(b)		ompany will disclose annually whether such a review Company's risk management framework has taken .
Recommendation 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)	Audit review assess	udit and Risk Committee Charter provides for the and Risk Committee to monitor and periodically the need for an internal audit function, as well as ing the performance and objectivity of any internal procedures that may be in place.	

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)		COMPLY	EXPLANATION			
(b)	fact of and of gover	pes not have an internal audit function, that and the processes it employs for evaluating continually improving the effectiveness of its mance, risk management and internal of processes.		(b) The Company does not have an internal audit function. The Audit and Risk Committee Charter outlines the processes for the Committee (or, in its absence, the Board) to evaluate and improve the effctiveness of its governance, risk management and internal control processes.		
Recommendation 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 will disclose relevant information around these risks in its Annual Report.			
Princip	Principle 8: Remunerate fairly and responsibly					
Recon	Recommendation 8.1			(a) The Company does not have a Remuneration Committee		
The Bo	The Board of a listed entity should:		PARTIALLY	as the Board considers the Company will not currently benefit from its establishment. In accordance with the		
(a)	have	a remuneration committee which:		Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Remuneration		
	(i)	has at least three members, a majority of whom are independent Directors; and		Committee under the Remuneration Committee Charter including the following processes to set the level and composition of remuneration for Directors and senior		
	(ii)	is chaired by an independent Director,		executives and ensuring that such remuneration is appropriate and not excessive:		
	and c	disclose:				
	(iii)	the charter of the committee;				
	(iv)	the members of the committee; and				

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)		EXPLANATION
(v) as at the end of each report number of times the continuous the period and attendances of the ment meetings; or  (b) if it does not have a remunerat disclose that fact and the process setting the level and composition of the process of the pr	ommittee met d the individual nbers at those ion committee, es it employs for of remuneration es and ensuring	<ul> <li>(i) Review and approve the recruitment, retention, remuneration and termination policies and procedures, and their appropriateness and relevance, for directors (both executive and non-executive) and senior executives; and</li> <li>(ii) recommend to the Board the Annual Remuneration Report to shareholders.</li> </ul>
Recommendation 8.2  A listed entity should separately disclose practices regarding the remuneration of Directors and the remuneration of executive other senior executives.	non-executive	The Company's policies and practices regarding the remuneration of Directors and senior executives are disclosed in the remuneration report contained in the Company's Annual Report.
Recommendation 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		The Company does not have an equity-based remuneration scheme. The Company does not 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.
(b) disclose that policy or a summary of Additional recommendations that apply on		

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
Recommendation 9.1	N/A	Not applicable.
A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.		
Recommendation 9.2	N/A	Not applicable.
A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.		
Recommendation 9.3	N/A	Not applicable.
A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.		