

## CORPORATE GOVERNANCE STATEMENT

The Board is responsible for establishing the Company's corporate governance framework, the key features of which are set out below. In establishing its corporate governance framework, the Board has referred to the 3rd edition of the ASX Corporate Governance Councils' Corporate Governance Principles and Recommendations. In accordance with ASX Listing Rule 1.1 Condition 13, the corporate governance statement discloses the extent to which the Company follows the recommendations. The Company will follow each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices will follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices will not follow a recommendation, the Board has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices the Company will adopt instead of those in the recommendation.

The following governance-related documents can be found on the Company's website at <https://indianaresources.com.au/about/corporate-governance/>:

- (a) Board Charter;
- (b) Code of Business Conduct;
- (c) Communication Policy;
- (d) Compliance Guide (anti-bribery and corruption);
- (e) Continuous Disclosure Policy;
- (f) Securities Trading Policy;
- (g) Whistleblower Policy;
- (h) Diversity Policy; and
- (i) Privacy Policy.

Date of last review and Board approval: 30 September 2020

### **Principle 1: Lay solid foundations for management and oversight**

#### ***Recommendation 1.1***

The Company has established the respective roles and responsibilities of its Board, and those matters expressly reserved to the Board, and has documented this within its Board Charter.

The responsibilities of the Board include but are not limited to:

- (a) setting the direction, strategies and financial objectives and ensuring appropriate resources are available;
- (b) monitoring the implementation of those policies and strategies and the achievement of those financial objectives;
- (c) monitoring compliance with control and accountability systems, regulatory requirements and ethical standards;
- (d) ensuring the preparation of accurate financial reports and statements;
- (e) reporting to stakeholders and the investment community on the performance and state of the Company;
- (f) reviewing on a regular and continuing basis, executive succession planning and executive development activities;
- (g) delegating powers to the Managing Director/Executive as necessary to enable day-to-day

- business of the Company to be carried on, and regularly review those delegations; and
- (h) determining and regularly reviewing an appropriate remuneration policy for employees of the Company.

In exercising its responsibilities, the Board recognises that there are many stakeholders in the operations of the Company, including employees, shareholders, co-ventures, the government and the community.

The Board has delegated responsibility for the business operations of the Company to the Executive Chairman who is accountable to the Board.

***Recommendation 1.2***

The Company undertakes appropriate checks before appointing a person or putting forward to shareholders a candidate for election as a director and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect a director.

The checks which are undertaken, and the information provided to shareholders, are set out in the Company's Board Charter.

***Recommendation 1.3***

The Company has entered into an agreement with each director setting out the terms of their appointment.

Each director has a written agreement with the Company that covers all aspects of their appointment including term, time commitment required, remuneration, disclosure of interests that may affect independence, guidance on complying with the Company's corporate governance policies and the right to seek independent advice, indemnity and insurance arrangements, rights of access to the Company's information and ongoing confidentiality obligations.

Each member of the Board is committed to spending sufficient time to enable them to carry out their duties as a Director of the Company.

***Recommendation 1.4***

The Company Secretary works closely with the Board Chairman but is also available to each Board Member and each Board Member is available to the Company Secretary.

The Company Secretary is accountable to the Board. The Board relies on the Company Secretary for guidance on governance matters, monitoring of board policies, preparation of board papers and any other matters required by the Board. The duties provided by the Company Secretary are detailed in the agreement between the Company and Mining Corporate Pty Ltd, the company providing company secretarial services.

For full details of the Board and Company Secretary roles and responsibilities refer to the Board Charter.

***Recommendation 1.5***

The Company has adopted a Diversity Policy, the purpose of which is:

- (a) to outline the Company's commitment to creating a corporate culture that embraces diversity and, in particular, focuses on the composition of its Board and senior management; and
- (b) to provide a process for the Board to determine measurable objectives and procedures which the Company will implement and report against to achieve its diversity goals.

The Board intends to set measurable objectives for achieving diversity, specifically including gender diversity and will review and report on the effectiveness and relevance of these measurable

objectives. However, due to the current size of the Board and management, these measurable objectives have not yet been set.

***Recommendation 1.6***

The Board is responsible for evaluating the performance of the Company's senior executives in accordance with the process disclosed in the Company's Board Charter.

During the financial year an evaluation of the performance of the Board and its members was not formally carried out. However, a general review of the Board and executives occurs on an on-going basis to ensure that structures suitable to the Company's status as a listed entity are in place.

***Recommendation 1.7***

It is the policy of the Board to conduct evaluation of individuals' performance. The objective of this evaluation is to provide best practice corporate governance to the Company. Since inception, the Company has not employed an executive management team, but has however appointed Executive Chairman.

During the financial year an evaluation of the performance of the Board and its members was not formally carried out. However, a general review of the Board and executives occurs on an on-going basis to ensure that structures suitable to the Company's status as a listed entity are in place.

**Principle 2: Structure the board to add value**

***Recommendation 2.1***

Due to the size of the Board, the Company does not have a separate nomination committee. The roles and responsibilities of a nomination committee are currently undertaken by the Board. The duties of the full Board in its capacity as a nomination committee are set out in the Company's Board Charter.

When the Board meets as a remuneration and nomination committee, it carries out those functions which are delegated to it in the Company's Board Charter. Items that are usually required to be discussed by a Remuneration and Nomination Committee are marked as separate agenda items at Board meetings when required.

The Board has adopted a Remuneration and Nomination Committee Charter which describes the role, composition, functions and responsibilities of a Nomination Committee.

***Recommendation 2.2***

The Company does not have a skills or diversity matrix in relation to the Board members. The Board considers that such a matrix is not necessary given the current size and scope of the Company's operations. The Board may adopt such a matrix at a later time as the Company's operations grow and evolve.

***Recommendation 2.3***

The Board considers the independence of directors having regard to the relationships listed in Box 2.3 of the Principles and Recommendations.

Currently the Board is structured as follows:

- (a) Bronwyn Barnes (Executive Chairman);
- (b) Robert Adam (Non-Executive Director); and
- (c) Steven Zaninovich (Non-executive Director).

Bronwyn Barnes is an Executive Chairman of the Company and is therefore non-independent Chairman of the Board.

Messers Robert Adam and Steven Zaninovich are both independent, Non-Executive Directors.

***Recommendation 2.4***

Two out of the three Directors are independent.

***Recommendation 2.5***

Bronwyn Barnes is a non-independent Chairman of the Board. Ms Barnes is not the CEO of the Company.

***Recommendation 2.6***

It is a policy of the Company, that new Directors undergo an induction process in which they are given a full briefing on the Company. Where possible this includes meetings with key executives, tours of the premises, an induction package and presentations. In order to achieve continuing improvement in Board performance, all Directors are encouraged to undergo continual professional development. Specifically, Directors are provided with the resources and training to address skills gaps where they are identified.

**Principle 3: Act ethically and responsibly**

***Recommendation 3.1***

The Company is committed to promoting good corporate conduct grounded by strong ethics and responsibility. The Company has established a Code of Business Conduct, which addresses matters relevant to the Company's legal and ethical obligations to its stakeholders. It may be amended from time to time by the Board.

The Code applies to all Directors, employees, contractors and officers of the Company. The Code can be found on the Company's website.

**Principle 4: Safeguard integrity in corporate reporting**

***Recommendation 4.1***

Given the current size and composition of the Board, the Company does not have a separate Audit Committee. Accordingly, the Board performs the role of Audit Committee.

Items that are usually required to be discussed by an Audit Committee are discussed at a separate meeting when required. When the Board convenes as the Audit Committee it carries out those functions which are delegated to it in the Company's Board Charter. The Board deals with any conflicts of interest that may occur when convening in the capacity of the Audit Committee by ensuring that the Director with conflicting interests is not party to the relevant discussions.

To assist the Board to fulfil its function as the Audit Committee, the Company has adopted an Audit Committee Charter which describes the role, composition, functions and responsibilities of the Audit Committee. All of the Directors consider themselves to be financially literate and possess relevant industry experience.

The Company has established procedures for the selection, appointment and rotation of its external auditor. The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises, as recommended by the Audit Committee (or its equivalent). Candidates for the position of external auditor must demonstrate

complete independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the Audit Committee (or its equivalent) and any recommendations are made to the Board.

#### ***Recommendation 4.2***

The Chairman and Company Secretary (assuming the role of CFO) provide a declaration to the Board in accordance with section 295A of the Corporations Act for each financial report and assure the Board that such declaration is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

#### ***Recommendation 4.3***

The external auditor is required to attend every AGM for the purpose of answering questions from security holders relevant to the audit.

### **Principle 5: Make timely and balanced disclosure**

#### ***Recommendation 5.1***

The Company is committed to:

- (a) ensuring that shareholders and the market are provided with full and timely information about its activities;
- (b) complying with the continuous disclosure obligations contained in the Listing Rules and the applicable sections of the Corporations Act; and
- (c) providing equal opportunity for all stakeholders to receive externally available information issued by the Company in a timely manner.

The Company has adopted a Continuous Disclosure Policy. The Continuous Disclosure Policy sets out policies and procedures for the Company's compliance with its continuous disclosure obligations under the ASX Listing Rules, and addresses financial markets communication, media contact and continuous disclosure issues. It forms part of the Company's corporate policies and procedures and is available to all staff.

The Company Secretary manages the policy. The policy will develop over time as best practice and regulations change and the Company Secretary is responsible for communicating any amendments. This policy is reviewed by the Board annually.

### **Principle 6: Respect the rights of security holders**

#### ***Recommendation 6.1***

The Company provides information about itself and its governance to investors via its website at <https://indianaresources.com.au/>. The Company is committed to maintaining a Company website with general information about the Company and its operations and information specifically targeted at keeping the Company's shareholders informed about the Company. In particular, where appropriate, after confirmation of receipt by ASX, the following will be posted to the Company website:

- (a) relevant announcements made to the market via ASX;
- (b) names and biographical details of each of its directors;
- (c) overview of Company's current business, structures and history;
- (d) media releases;

- (e) investment updates;
- (f) Company presentations and media briefings;
- (g) Corporate Governance policies, procedures, charters, codes and framework; and
- (h) copies of quarterly, annual and half yearly reports including financial statements.

### ***Recommendation 6.2***

The Company has a Communications Policy which aims to ensure that Shareholders are informed of all major developments of the Company.

Information is communicated to Shareholders via:

- (a) reports to Shareholders;
- (b) ASX announcements;
- (c) annual general meetings/general meetings; and
- (d) the Company website.

This Communications policy is formally reviewed by the Board each year. While the Company aims to provide sufficient information to Shareholders about the Company and its activities, it understands that Shareholders may have specific questions and require additional information. To ensure that Shareholders can obtain all relevant information to assist them in exercising their rights as Shareholders, the Company has made available a telephone number and relevant contact details (via the website) for Shareholders to make their enquiries.

### ***Recommendation 6.3***

The Company respects the rights of its shareholders and to facilitate the effective exercise of those rights the Company is committed to making it easy for shareholders to participate in general meetings of the Company and ensuring the attendance of the external auditor at the annual general meeting to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

### ***Recommendation 6.4***

Shareholders are given the option to receive communications from, and send communication to, the Company and its share registry electronically. To ensure that shareholders can obtain all relevant information to assist them in exercising their rights as shareholders, the Company has made available a telephone number and relevant contact details (via the website) for shareholders to make their enquiries.

## **Principle 7: Recognise and manage risk**

### ***Recommendation 7.1***

Due to the size of the Board, the Company does not have a separate Risk Committee.

Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Risk Committee. Accordingly, the Board performs the role of Risk Committee. Items that are usually required to be discussed by a Risk Committee are discussed at a separate meeting when required. The Board deals with any conflicts of interest that may occur when convening in the capacity of the Risk Committee by ensuring that the Director with conflicting interests is not party to the relevant discussions.

The Board as a whole did not meet as the Risk Committee during the year. Risk identification and risk management discussions occurred during the year.

Responsibility and control of risk management is delegated to the appropriate level of management within the Company with the Executive Chairman having ultimate responsibility to the Board for the

risk management and control framework.

The risk management system covers:

- (a) operational risk;
- (b) financial reporting;
- (c) compliance / regulations; and
- (d) system / IT process risk.

A risk management model is to be developed and will provide a framework for systematically understanding and identifying the types of business risks threatening the Company as a whole, or specific business activities within the Company.

### ***Recommendation 7.2***

The Board as a whole is responsible for the oversight of the Company's risk management and control framework. The objectives of the Company's Risk Management Strategy are to:

- identify risks to the Company;
- balance risk to reward;
- ensure regulatory compliance is achieved; and
- ensure senior executives, the Board and investors understand the risk profile of the Company.

The Board monitors risk through various arrangements including:

- regular Board meetings;
- share price monitoring;
- market monitoring; and
- regular review of financial position and operations.

### ***Recommendation 7.3***

The Company does not currently have an internal audit function. The Board performs the role of Audit Committee in accordance with the guidelines within the Board Charter.

Due to the nature and size of the Company's operations, and the Company's ability to derive substantially all of the benefits of an independent internal audit function, the expense of an independent internal auditor is not considered to be appropriate.

### ***Recommendation 7.4***

Given the speculative nature of the Company's business, it is subject to general risks and certain specific risks.

The Company has identified those economic, environmental and/or social sustainability risks to which it has a material exposure, and disclosed how it intends to manage those risks.

## **Principle 8: Remunerate fairly and responsibly**

### ***Recommendation 8.1***

Due to the size of the Board, the Company does not have a separate remuneration committee. The roles and responsibilities of a remuneration committee are currently undertaken by the Board.

When the Board convenes it carries out those functions which are delegated to it in the Company's

Remuneration Committee Charter.

Remuneration of Non-Executive Directors must comply with ASX Listing Rules, including that:

- fees payable to Non-Executive Directors must be by way of a fixed sum, and not by way of commission on or a percentage of profits or operating revenue;
- the remuneration payable to Executive Directors must not include a commission on or percentage of operating revenue; and
- the total fees payable to Directors must not be increased without the prior approval of members in general meeting.

Remuneration of Executive Directors must comply with the ASX Listing Rules and the terms of any agreement entered into. The Board may fix the remuneration of each Executive Director which comprise salary or commission on or participation in profits of the Company.

***Recommendation 8.2***

Details of the Company's policies on remuneration are set out in the Company's "Remuneration Report" in each Annual Report published by the Company. This disclosure includes a summary of the Company's policies regarding the deferral of performance-based remuneration and the reduction, cancellation or claw-back of the performance-based remuneration in the event of serious misconduct or a material misstatement in the Company's financial statements.

***Recommendation 8.3***

The Company's Securities Trading Policy includes a statement on the Company's policy on prohibiting participants in the Company's Employee Incentive Plan entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Employee Incentive Plan.

**Securities Trading Policy**

In accordance with ASX Listing Rule 12.9, the Company has adopted a trading policy which sets out the following information:

- (a) closed periods in which directors, employees and contractors of the Company must not deal in the
- (b) Company's securities;
- (c) trading in the Company's securities which is not subject to the Company's trading policy; and
- (d) the procedures for obtaining written clearance for trading in exceptional circumstances.

The Company's Securities Trading Policy is available on the Company's website.