

Corporate governance statement

This document discloses the extent to which MHM Metals Limited ACN 124 212 175 (**Company**) has followed the recommendations set by the ASX Corporate Governance Council in the third edition of its Corporate Governance Principles and Recommendations (**ASX Recommendations**) during the relevant part of the reporting period.

This document is current as at 30 June 2017 and has been approved by the board of the Company.

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Principle 1: Lay solid foundations for management and oversight		
<p>Recommendation 1.1 A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>Yes</p> <p>Yes</p>	<p>Refer Schedule 1 of the Company's Corporate Governance Policies for further detail which is located on the Company's website at the following link: http://www.mhmmetals.com/governance.asp</p>
<p>Recommendation 1.2 A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>Yes</p> <p>Yes</p>	<p>Refer Schedule 1 of the Company's Corporate Governance Policies for further detail which is located on the Company's website at the following link: http://www.mhmmetals.com/governance.asp</p> <p>Information is included in the Company's Notice of Meetings to shareholders.</p>
<p>Recommendation 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>Yes</p>	<p>Refer Schedule 1 of the Company's Corporate Governance Policies for further detail which is located on the Company's website at the following link: http://www.mhmmetals.com/governance.asp</p>
<p>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.</p>	<p>Yes</p>	<p>Refer Schedule 1 of the Company's Corporate Governance Policies for further detail which is located on the Company's website at the following link: http://www.mhmmetals.com/governance.asp</p>

<p>Recommendation 1.5 A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board:</p> <p>(i) to set measurable objectives for achieving gender diversity; and</p> <p>(ii) to assess annually both the objectives and the entity’s progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period:</p> <p>(i) the measurable objectives for achieving gender diversity set by the board in accordance with the entity’s diversity policy and its progress towards achieving them; and</p> <p>(ii) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined “senior executive” for these purposes); or</p> <p>(B) the entity’s “Gender Equality Indicators”, as defined in the Workplace Gender Equality Act 2012.</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Not applicable</p>	<p>Refer Schedule 8 of the Company’s Corporate Governance Policies for further detail which is located on the Company’s website at the following link: http://www.mhmmetals.com/governance.asp</p> <p>Refer Schedule 8 of the Company’s Corporate Governance Policies for further detail which is located on the Company’s website at the following link http://www.mhmmetals.com/governance.asp</p> <p>The proportion of women on the board, women in senior executive positions and women employees in the whole organisation as at reporting date was as follows:</p> <table border="1" data-bbox="1368 678 2018 903"> <thead> <tr> <th>Gender</th> <th>Board</th> <th>Senior executive positions</th> <th>Whole organisation</th> </tr> </thead> <tbody> <tr> <td>No. of men</td> <td>3</td> <td>1</td> <td>4</td> </tr> <tr> <td>No. of women</td> <td>0</td> <td>0</td> <td>0</td> </tr> <tr> <td>% women</td> <td>0%</td> <td>0%</td> <td>0%</td> </tr> </tbody> </table>	Gender	Board	Senior executive positions	Whole organisation	No. of men	3	1	4	No. of women	0	0	0	% women	0%	0%	0%
Gender	Board	Senior executive positions	Whole organisation															
No. of men	3	1	4															
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% women	0%	0%	0%															
<p>Recommendation 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>Yes</p> <p>Yes</p>	<p>Refer Schedule 1 of the Company’s Corporate Governance Policies for further detail which is located on the Company’s website at the following link: http://www.mhmmetals.com/governance.asp</p> <p>Due to the Company’s recent board changes no performance evaluation was undertaken during the period to June 2017. This review will be undertaken in 2018 financial year.</p>																

<p>Recommendation 1.7</p> <p>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>Yes</p> <p>Yes</p>	<p>Refer Schedule 1 of the Company's Corporate Governance Policies for further detail which is located on the Company's website at the following link: http://www.mhmmetals.com/governance.asp</p> <p>There are currently no senior executives in the Company. As such no performance review was undertaken during the period to June 2017.</p>
PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Principle 2: Structure the board to add value		
<p>Recommendation 2.1</p> <p>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 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 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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.</p>	<p>(a) No</p> <p>(i) N/A</p> <p>(ii) N/A</p> <p>(iii) N/A</p> <p>(iv) N/A</p> <p>(v) N/A</p> <p>(b) Yes</p>	<p>Due to the size of the Company and its Board, the Board will fulfil the roles and responsibilities in relation to nomination.</p> <p>Refer Schedule 4 of the Company's Corporate Governance Policies which includes relevant information on the role of the Board which is located on the Company's website at the following link: http://www.mhmmetals.com/governance.asp</p> <p>The Company intends to disclose the matters contemplated by Recommendation 2.1(b) in future annual reports.</p>
<p>Recommendation 2.2</p> <p>A listed entity should have and disclose 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.</p>	<p>Yes</p>	<p>Refer Section 1 of the Company's Board Charter for further detail which is located on the Company's website at the following link: http://www.mhmmetals.com/governance.asp</p>

<p>Recommendation 2.3 A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (3rd Edition), 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</p> <p>(c) the length of service of each director.</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>The Board consists of three non-executive directors, of which all are considered by the board to be independent directors.</p> <p>The Board considers each non-executive director to be independent having regard to the indicia in Box 2.3 in the ASX Recommendations. The Board has considered the holdings of shares in the Company by these non-executive directors and is of the opinion that their respective interests in shares would not materially interfere with, or could be reasonably perceived to interfere with, the independent exercise of their judgement in their position as a Director. The Board also considers that they are otherwise free from any business or other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of their judgement, and that each of these Directors is able to fulfil the role of independent Director for the purposes of the ASX Recommendations.</p> <p>The lengths of service are as follows:</p> <ul style="list-style-type: none"> • Faldi Ismail (since December 2016) • Brynnmor Hardcastle (since December 2016) • Nicholas Young (since December 2016)
<p>Recommendation 2.4 A majority of the board of a listed entity should be independent directors.</p>	<p>Yes</p>	<p>As noted above in Recommendation 2.3, the Board comprises of all non-executive independent directors. The Board recognises that it is desirable for the majority of the Board to be independent directors. The Board also considers that the current Board composition reflects an appropriate balance of skills, expertise and experience to achieve its objective of creating and delivering long-term shareholder value.</p>
<p>Recommendation 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.</p>	<p>Yes</p>	<p>The Chairman, Faldi Ismail, is an independent director.</p> <p>The Company currently does not have a Chief Executive Officer.</p> <p>The roles of Chairman and Chief Executive Officer are envisaged to be exercised by different individuals should a Chief Executive Officer be appointed.</p>
<p>Recommendation 2.6 A listed entity should have a program for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop and maintain the skills and knowledge needed to perform their role as a director effectively.</p>	<p>Yes</p>	<p>Refer Schedule 1 and Schedule 4 of the Company's Corporate Governance Policies for further detail which is located on the Company's website at the following link: http://www.mhmmetals.com/governance.asp</p>

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Principle 3: Act ethically and responsibly		
<p>Recommendation 3.1</p> <p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	Yes to all	<p>Refer Schedule 2 of the Company's Corporate Governance Policies which is located on the Company's website at the following link: http://www.mhmmetals.com/governance.asp</p>
PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Principle 4: Safeguard integrity in financial reporting		
<p>Recommendation 4.1</p> <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <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 financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>No</p> <p>N/A</p> <p>N/A</p> <p>N/A</p> <p>N/A</p> <p>N/A</p> <p>Yes</p>	<p>Due to the size of the Company and its Board, the Board will fulfil the roles and responsibilities in relation to the entity's risk management framework.</p> <p>The Company intends to disclose the matters contemplated by Recommendation 7.1(b) in future annual reports.</p> <p>For further detail refer to:</p> <ul style="list-style-type: none"> - Refer Schedule 3 of the Company's Corporate Governance Policies which is located on the Company's website at the following link: http://www.mhmmetals.com/governance.asp
<p>Recommendation 4.2</p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the</p>	Yes	<p>The Chairman and Company Secretary execute a Section 295A declarations and submit to the Board prior to approving the Annual Report.</p>

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.		The Company does not currently have a CFO given the current size of the Company.
Recommendation 4.3 A 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.	Yes	The Auditor attends the Company Annual General Meeting.
PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<i>Principle 5: Make timely and balanced disclosure</i>		
Recommendation 5.1 A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	Yes Yes	Refer Schedule 5 of the Company's Corporate Governance Policies http://www.mhmmetals.com/governance.asp
PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<i>Principle 6: Respect the rights of security holders</i>		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	Refer Company's website: http://www.mhmmetals.com/ Refer Schedule 9 of the Company's Corporate Governance Policies at http://www.mhmmetals.com/governance.asp
Recommendation 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	Refer Schedule 9 of the Company's Corporate Governance Policies at http://www.mhmmetals.com/governance.asp
Recommendation 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.	Yes	Refer Schedule 9 of the Company's Corporate Governance Policies together with the Company's Share Registry for further detail which is located on the Company's website at the following link: http://www.mhmmetals.com/governance.asp

<p>Recommendation 6.4</p> <p>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>	Yes	The Company's Share Registry is responsible for this function.
<p>PRINCIPLES AND RECOMMENDATIONS</p>	<p>COMPLY (YES/NO)</p>	<p>EXPLANATION</p>
<p>Principle 7: Recognise and manage risk</p>		
<p>Recommendation 7.1</p> <p>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 satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p>	<p>(a) No (i) N/A (ii) N/A (iii) N/A (iv) N/A (v) N/A</p> <p>(b) Yes</p>	<p>Due to the size of the Company and its Board, the Board will fulfil the roles and responsibilities in relation to the entity's risk management framework.</p> <p>The Company intends to disclose the matters contemplated by Recommendation 7.1(b) in future annual reports.</p> <p>For further detail refer to:</p> <ul style="list-style-type: none"> - Refer Schedule 3 of the Company's Corporate Governance Policies which is located on the Company's website at the following link: http://www.mhmmetals.com/governance.asp
<p>Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the entity faces and to ensure that they remain within the risk appetite set by the board; and</p> <p>(b) disclose in relation to each reporting period, whether such a review has taken place.</p>	Yes to all	<p>The Company will undertake reviews of its risk management framework to establish an effective and efficient system for:</p> <p>(i) identifying, assessing, monitoring and managing risk; and</p> <p>(ii) disclosing any material change to the Group's risk profile.</p> <p>The Company intends to disclose the matters contemplated by ASX Recommendation 7.2 in future annual reports.</p> <p>The Company did not undertake a review during 2017 and will look to carry one out in the coming 6 months.</p> <p>For further detail refer to:</p> <p>Refer Schedule 6 of the Company's Corporate Governance Policies which is located on the Company's website at the following link: http://www.mhmmetals.com/governance.asp</p>

<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>a. N/A</p> <p>b. Yes</p>	<p>The Company does not have an internal audit function. The Board directly oversees relevant risk areas as part of its risk management function.</p> <p>For further detail refer to:</p> <ul style="list-style-type: none"> - Refer Schedule 6 of the Company's Corporate Governance Policies which is located on the Company's website at the following link: http://www.mhmmetals.com/governance.asp
<p>Recommendation 7.4</p> <p>A listed entity should disclose whether, and if so how, it has regard to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Yes</p>	<p>The Company's environmental risks are detailed in the Company's 2017 Annual Report.</p> <p>There is no material exposure to economic and social sustainability risks.</p>
<p>PRINCIPLES AND RECOMMENDATIONS</p>	<p>COMPLY (YES/NO)</p>	<p>EXPLANATION</p>
<p><i>Principle 8: Remunerate fairly and responsibly</i></p>		
<p>Recommendation 8.1</p> <p>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 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>(a) No</p> <p>(i) N/A</p> <p>(ii) N/A</p> <p>(iii) N/A</p> <p>(iv) N/A</p> <p>(v) N/A</p> <p>b. Yes</p>	<p>Due to the size of the Company and its Board, the Board will fulfil the roles and responsibilities in relation to the remuneration of directors and senior executives</p> <p>The Company intends to disclose the matters contemplated by Recommendation 8.1(b) in future annual reports.</p> <p>Refer Schedule 4 of the Company's Corporate Governance Policies which is located on the Company's website at the following link: http://www.mhmmetals.com/governance.asp</p>

<p>Recommendation 8.2</p> <p>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>Yes</p>	<p>Separate disclosure regarding the remuneration of the Company's directors is disclosed in the Company's Annual report, as lodged with the ASX and issued to shareholders.</p> <p>A copy of the latest Annual Report containing this disclosure can be accessed at http://www.mhmmetals.com/annual.asp</p>
<p>Recommendation 8.3</p> <p>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>N/A</p>	<p>The Company does not have an equity based remuneration scheme in place.</p>