

Corporate Governance

	ASX Principle	Status	Reference/comment
Principle 1: Lay solid foundations for management and oversight			
1.1	Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions	A	The Board Charter includes matters reserved for the Board and is included on the Company website.
1.2	Companies should disclose the process for evaluating the performance of senior executives	N/A	At the time of adoption of the Corporate Governance Principles and Recommendations the company only employed one executive being the Executive Chairman. No process is currently adopted for evaluating the performance of senior executives. Acting in its ordinary capacity, the board from time to time carries out the process of considering and determining performance issues.
1.3	Companies should provide the information indicated in the Guide to reporting on Principle 1	A	
Principle 2: Structure the board to add value			
2.1	A majority of the board should be independent directors	N/A	The Board comprises four directors, three of whom are non-executive, however only two directors are classified as independent. The Board believes that this is both appropriate and acceptable at this stage of the Company's development.
2.2	The chair should be an independent director	N/A	The chair is not independent.
2.3	The roles of chair and chief executive officer should not be exercised by the same individual	N/A	The Company has once executive, being the Executive Chairman.
2.4	The board should establish a nomination committee	A	Established and operates under the Nomination Committee Charter which is included on the Company's website.
2.5	Companies should disclose the process for evaluating the performance of the board, its committees and individual directors	A	Disclosed under the Nomination Committee Charter which is available on the Company's website.
2.6	Companies should provide the information indicated in the Guide to reporting on Principle 2	A	The skills and experience of Directors are set out in the Company's Prospectus and available on its website.
Principle 3: Promote ethical and responsible decision-making			
3.1	Companies should establish a code of conduct and disclose the code	A	The Company has formulated a Code of Conduct which can be viewed on the Company's website.



3.2	Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the Board to establish measurable objectives for achieving gender diversity and for the Board to assess annually both the objectives and progress in achieving them	N/A	The Company has established a Diversity Policy, however, the policy does not include requirements for the board to establish measurable objectives for achieving gender diversity. Given the Company's size and stage of development as an exploration company, 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 review this policy and amend as appropriate.
3.3	Companies should disclose in each annual report the measurable objectives for achieving gender diversity set by the Board in accordance with the diversity policy and progress towards achieving them	N/A	The Company has established a Diversity Policy, however, the policy does not include requirements for the board to establish measurable objectives for achieving gender diversity. Given the Company's size and stage of development as an exploration company, the board does not think it is yet appropriate to include measurable objectives in relation to gender.
3.4	Companies should disclose in each annual report the proportion of women employees in the whole organisation, women in senior executive positions and women on the board.	N/A	There are no women in senior executive positions or on the Board.
3.5	Companies should provide the information indicated in the Guide to reporting on Principle 3	A	
Principle 4: Safeguard integrity in financial reporting			
4.1	The board should establish an audit committee	A	
4.2	The audit committee should be structured so that it:		
	• consists only of non-executive directors	N/A	Goldphyre has established an Audit Committee and may consist of executive directors.
	• consists of a majority of independent directors	N/A	Goldphyre has established an Audit Committee consisting of one executive director and two non-executive directors, of whom are classified as independent. The chair of the committee is not chair of the board. Sourcing alternative directors to strictly comply with this Principle is considered expensive with costs outweighing the potential benefits.
	• is chaired by an independent chair, who is not chair of the board	A	Goldphyre has established an Audit Committee consisting of one executive director and two non-executive directors, of whom are classified as independent. The chair of the committee is independent and not chair of the board.
	• has at least three members	A	
4.3	The audit committee should have a formal charter	A	The Audit Committee operates under the Audit Committee Charter which lists the main responsibilities of the Committee and is available on the Company's website.



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4.4	Companies should provide the information indicated in the Guide to reporting on Principle 4	A	
Principle 5: Make timely and balanced disclosure			
5.1	Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance	A	Goldphyre has adopted a Continuous Disclosure Policy.
5.2	Companies should provide the information indicated in the Guide to reporting on Principle 5	A	
Principle 6: Respect the rights of shareholders			
6.1	Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings	A	The Company has a Shareholder Communication Policy. The Policy specifically encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the Company's strategy and goals and outlines the various ways in which the Company communicates with shareholders.
6.2	Companies should provide the information indicated in the Guide to reporting on Principle 6	A	
Principle 7: Recognise and manage risk			
7.1	Companies should establish policies for the oversight and management of material business risks	A	While the Company does not have formalised policies on risk management the board recognises its responsibility for identifying areas of significant business risk and for ensuring that arrangements are in place for adequately managing these risks. This issue is regularly reviewed at board meetings and risk management culture is encouraged.
7.2	The board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being managed effectively	N/A	While the Company does not have formalised policies on risk management the board recognises its responsibility for identifying areas of significant business risk and for ensuring that arrangements are in place for adequately managing these risks. This issue is regularly reviewed at board meetings and risk management culture is encouraged.



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7.3	The board should disclose whether it has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act 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	A	The Board receives the required assurance and declaration.
7.4	Companies should provide the information indicated in the Guide to reporting on Principle 7	A	
Principle 8: Remunerate fairly and responsibly			
8.1	The board should establish a remuneration committee	A	
8.2	The remuneration committee should be structured so that it:		
	<ul style="list-style-type: none"> consists of a majority of independent directors 	N/A	Goldphyre has established a Remuneration Committee consisting of one executive director and two non-executive directors, whom are classified as independent. The chair is independent and is not chair of the board. Sourcing alternative directors to strictly comply with this Principle is considered expensive with costs outweighing the potential benefits.
	<ul style="list-style-type: none"> is chaired by an independent director 	N/A	Goldphyre has established a Remuneration Committee consisting of one executive director and two non-executive directors, whom are classified as independent. The chair is independent and is not chair of the board. Sourcing alternative directors to strictly comply with this Principle is considered expensive with costs outweighing the potential benefits.
	<ul style="list-style-type: none"> has at least three members 	A	
8.3	Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives	A	Goldphyre has established a Remuneration Committee consisting of one executive director and two non-executive directors, whom are classified as independent. The chair is independent and is not chair of the board. The Remuneration Committee operates under the Remuneration Committee Charter. The Charter states that no executive is to be directly involved in deciding their own remuneration and that, when making recommendations to the Board, the Committee should clearly distinguish the structure of non-executive director's remuneration from that of executive directors and senior executives.
8.4	Companies should provide the information indicated in the Guide to reporting on Principle 8	A	

A = Adopted

N/A = Not adopted