

## CORPORATE GOVERNANCE STATEMENT

The Board of Directors of Triton Minerals Limited is responsible for the corporate governance of the Company. Corporate governance describes the framework of rules, relationships, systems and processes within a company and the way in which authority is exercised and controlled within an organisation. The Board guides and monitors the business and affairs of the Company on behalf of security holders by whom they are elected and to whom they are accountable.

This statement sets out the main corporate governance practices in place throughout the financial year in accordance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Principles and Recommendations).

The Company's Corporate Governance Statement and Corporate Governance Framework have been approved by the Board and are available on the Company's website at [www.tritonminerals.com](http://www.tritonminerals.com).

The Statement was approved by the Board of Directors and is current at 26 March 2019.

### PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

**ASX Recommendation 1.1: Companies should disclose the respective roles and responsibilities of its board and management; and those matters expressly reserved to the board and those delegated to management.**

The Company has complied with this recommendation. The Board has adopted a formal charter that details the respective Board and management functions and responsibilities. A copy of this charter is included within the Corporate Governance Framework available on the Company's website [www.tritonminerals.com](http://www.tritonminerals.com).

**ASX Recommendation 1.2: Companies should undertake appropriate checks before appointing a person or putting forward to security holders a candidate for election as a director and provide security holders with all material information. Companies should also provide security holders with all material information in its possession relevant to a decision on whether to elect or re-elect a director.**

The Company undertakes appropriate checks before appointing a new director or putting forward to security holders a candidate for election as a director. These checks include a review of the person's character, references, experience, education, qualifications, criminal record and/or bankruptcy record

**ASX Recommendation 1.3: Companies should have a written agreement with each director and senior executive setting out the terms of their appointment**

The Company has complied with this recommendation. All directors and senior management are appointed through a written agreement that sets out the terms of appointment, including their duties, rights and responsibilities.

**ASX Recommendation 1.4: The Company Secretary should be accountable directly to the Board, through the Chair on all matters to do with the proper functioning of the Board.**

The Board Charter makes provision that the Company Secretary is accountable to the Board through the Chairman and that each Director can communicate directly with the Company Secretary and vice versa.

**ASX Recommendation 1.5: The Company should have a diversity policy which include requirements for the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and progress in achieving them. The Company should disclose that policy or a summary of it and its progress towards achieving the objectives.**

The Company partly complies with this recommendation. The Company has adopted a Diversity Policy that is included within the Corporate Governance Framework available on the Company's website

www.tritonminerals.com. Given the stage of development of the Company and its resulting low headcount the Board has not yet set measurable objectives to achieve gender diversity. There is currently one woman on the board, representing 20% of the total and two women in senior management representing 66% of the total.

**ASX Recommendation 1.6: Companies should disclose the process for periodically evaluating the performance of the board, its committees and individual directors. The entity should disclose whether a performance evaluation was undertaken during the reporting period in accordance with that process.**

The Company has complied with this recommendation. The Board has adopted an evaluation process to measure its performance. The performance review is led by the Chairman of the Remuneration and Nomination Committee, who is a Non-Executive Director.

**ASX Recommendation 1.7: Companies should disclose the process for periodically evaluating the performance of its senior executives. The entity should disclose whether a performance evaluation was undertaken during the reporting period.**

The Company has complied with this recommendation. The annual review of senior executives' performance and remuneration is carried out by the Managing Director, in accordance with the terms and conditions of the executive's employment agreement. The Chairman of the Board will undertake the review of the Managing Director's performance and will make recommendations on remuneration and retention to the full Board. A review of performance was undertaken during the year.

## **PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE**

**2.1: The board should establish a nomination committee. The nomination committee should be structured so that it:**

- **has at least three members;**
- **consists of a majority of independent directors;**
- **is chaired by an independent director;**
- **disclose the charter and the members of the committee; and**
- **disclose the number of times the committee met throughout the period and the individual attendances.**

The Company has partly complied with this recommendation. The members of the Remuneration and Nomination Committee during the period to December 2018 were Patrick Burke (Chairman of the Committee), Xingmin (Max) Ji and Guanghui (Michael) Ji. Mr Burke is an independent director however Xingmin (Max) Ji and Guanghui (Michael) Ji are not independent and the Committee does not therefore consist of a majority of independent directors. The charter is included within the Corporate Governance Framework available on the Company's website [www.tritonminerals.com](http://www.tritonminerals.com) and the number of meetings attended is included within the Directors Report.

**ASX Recommendation 2.2: The board 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 has complied with this recommendation. The Board has established a skills matrix and the skills and experience of the Directors are reviewed on a regular basis. The skills and experience that the Board possess on a collective basis is as follows: resources industry knowledge across exploration, development and operations; knowledge of operating within Africa; capital market experience; corporate governance and risk management; strategic expertise; leadership; legal and accounting.

**ASX Recommendation 2.3: The board should disclose the names of the directors considered by the Board to be independent directors and the length of service of each director**

The deputy chairman, Patrick Burke and Paula Ferreira are independent directors. The appointment date of current directors is set out in the Directors Report.

**ASX Recommendation 2.4: A majority of the board of the Company should be independent directors.**

The Company has not complied with this recommendation. At the reporting date, the Board was comprised of two independent directors and three directors that are not independent. The Company is aware of the importance of having a Board with most of its directors being independent. As the Company moves towards production it intends to seek out and appoint independent directors to the Board when additional directors are required to meet the ASX recommendation of maintaining a majority of independent Non-Executive Directors.

**ASX Recommendation 2.5: The chair of the Board should be an independent director and should not be the same person as the CEO.**

The Company has partly complied with this recommendation. The Chairman is not an independent director. The role of Chair and Chief Executive Officer were not undertaken at any time by the same individual.

**ASX Recommendation 2.6: a listed entity should have a program for inducting new directors and provide appropriate professional development activities.**

The Company is not of the size to provide a program of professional development for directors, however, the Company is aware of professional development undertaken by directors.

### **PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY**

**ASX Recommendation 3.1: Companies should establish a code of conduct for its Directors, senior executives and employees and disclose the code or a summary of the code.**

The Company has complied with this recommendation. The Company has established a code of conduct that is included within the Corporate Governance Framework available on the Company's website [www.tritonminerals.com](http://www.tritonminerals.com).

### **PRINCIPLE 4: SAFEGUARD INTEGRITY IN CORPORATE REPORTING.**

**ASX Recommendation 4.1: The board should have an audit committee. The audit committee should be structured so that it:**

- **has at least three members all of whom are Non-Executive Directors and a majority of which are independent directors;**
- **is chaired by an independent chair, who is not chair of the board;**
- **disclose the charter of the committee, the relevant qualifications and experience of the members of the committee and the number of times the committee met throughout the period and the individual attendances.**

The Company has complied with this recommendation. The Company has a formal charter for its Audit and Risk Committee that is included within the Corporate Governance Framework available on the Company's website [www.tritonminerals.com](http://www.tritonminerals.com). The members at the date of this report are Patrick Burke (Chairman of the Audit and Risk Committee at the date of this report), Paula Ferreira and Guanghui (Michael) Ji. The majority of the committee comprises independent non-executive directors and the Board has determined that Mr Burke is the most suitable director to chair the Audit and Risk Committee due to his competency in legal, finance and corporate governance.

**ASX Recommendation 4.2: The Board should, before it meets to approve the entity's financial statements for a financial period, receive from its Chief Executive Officer and the Chief Financial Officer 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 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 has complied with this recommendation.

**ASX Recommendation 4.3: The company's external auditor should attend the annual general meeting (AGM) and must be available to answer questions from security holders relevant to the audit.**

The Company has complied with this recommendation. The external auditor attends the annual general meeting and is available to answer questions from shareholders relevant to the audit and financial statements.

## **PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE**

**ASX Recommendation 5.1: Companies should have a written policy for complying with its continuous disclosure obligations under the Listing Rules and disclose the policy or a summary of it.**

The Company has complied with this recommendation. The continuous disclosure policy is included within the Corporate Governance Framework available on the Company's website [www.tritonminerals.com](http://www.tritonminerals.com). The Board has designated the Company Secretary as the person responsible for communication with the ASX.

## **PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS**

**ASX Recommendation 6.1: The company should provide information about itself and its governance to investors via its website.**

The Company has complied with this recommendation. The Company's website ([www.tritonminerals.com](http://www.tritonminerals.com)) provides timely and equal access to security holders to information about the Company's activities, announcements, Board and senior management team. The website has a Corporate Governance section that includes a Corporate Governance Framework, the Corporate Governance Statement, the Company Constitution and the Securities Trading Policy. The Company's Corporate Governance Framework includes the Company's key governance policies and charters.

**ASX Recommendation 6.2 Companies should design and implement an investor relations program to facilitate effective two-way communication with investors.**

The Company has complied with this recommendation. The Company's Managing Director is the main point of contact for investors and potential investors and makes himself available to discuss the Company's activities when requested. The Company has engaged the services of an Investor Relations advisory firm to assist the Company with its investor relations program. The Company's website includes an email address to contact the Company and the Company offers a news subscription program.

**ASX Recommendation 6.3: Companies should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.**

The Company has complied with this recommendation. The Company provides the opportunity for shareholders to question the Board and management about its activities at the Company's general and annual general meetings, including those that are not able to attend the meetings. The Company's meetings are accompanied by an investor presentation which contributes to greater shareholder engagement and has increased the number of attendees at meetings.

**ASX Recommendation 6.4: Companies should give security holders the option to receive communications from, and send communications to, the entity and its security register electronically.**

The Company has complied with this recommendation. Security holders have the option to receive communication from the Company and the share register electronically. The Company provides the option on the website for all investors or interested parties to subscribe to e-mail alerts from the Company. The Company has provided the opportunity (via the website) for security holders to make electronic enquires to the Company.

The electronic contact details for the share registry are included in the shareholder services section of the website.

**PRINCIPLE 7: RECOGNISE AND MANAGE RISK**

**ASX Recommendation 7.1 Companies should have a committee or committees to oversee risk each of which:**

- **has at least three members a majority of whom are independent directors and is chaired by an independent director;**
- **disclose the charter of the committee;**
- **disclose the members of the committee; and**
- **disclose the number of times the committee met throughout the period and the individual attendances.**

The Company has complied with this recommendation. The members of the Audit and Risk Committee during the period to December 2018 were Patrick Burke (Chairman of the Committee), Paula Ferreira and Guanghui (Michael) Ji. Mr Burke and Ms Ferreira are independent directors and the Committee therefore consists of a majority of independent directors. The charter is included within the Corporate Governance Framework available on the Company's website [www.tritonminerals.com](http://www.tritonminerals.com) and the number of meetings attended is included within the Directors Report.

**ASX Recommendation 7.2: The board or a committee of the board should review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and disclose in relation to each reporting period whether such a review has taken place.**

The Company has complied with this recommendation. A review of the risk management framework was undertaken during the reporting period.

**ASX Recommendation 7.3: Companies should disclose if it has an internal audit function, how the function is structured and what role it performs or if it does not have an internal audit function the fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.**

The Company has complied with this recommendation. The Company does not have an internal audit function. The Board is responsible for the oversight of the Company's risk management and control framework.

**ASX Recommendation 7.4: A company 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.**

The Company has complied with this recommendation. There are specific risks associated with the activities of the Group and general risks which are largely beyond the control of the Directors are disclosed within the directors' report.

## **PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY**

### **ASX Recommendation 8.1: The Board should establish a remuneration committee which:**

- **has at least three members a majority of whom are independent directors and is chaired by an independent director;**
- **disclose the charter of the committee;**
- **disclose the members of the committee; and**
- **disclose the number of times the committee met throughout the period and the individual attendances**

The Company has partly complied with this recommendation. The members of the Remuneration and Nomination Committee during the period to December 2018 were Patrick Burke (Chairman of the Committee), Xingmin (Max) Ji and Guanghui (Michael) Ji. Mr Burke is an independent director however Xingmin (Max) Ji and Guanghui (Michael) Ji are not independent and the Committee does not therefore consist of a majority of independent directors. The charter is included within the Corporate Governance Framework available on the Company's website [www.tritonminerals.com](http://www.tritonminerals.com) and the number of meetings attended is included within the Directors Report.

### **ASX Recommendation 8.2: The company should separately disclose its policies and practices regarding the remuneration of non –executive directors and the remuneration of executive directors and other senior executives.**

The Company has complied with this recommendation. The Company's policies regarding remuneration are disclosed in the Remuneration Report.

### **ASX Recommendation 8.3: Companies which has an equity-based remuneration scheme should 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 disclose that policy or a summary of it.**

The Company has complied with this recommendation. The Company has a policy to prohibit its directors and employees, who participate in an equity-based incentive plan of the Company, from entering into transactions which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested entitlement in the Company's securities.