

2018 CORPORATE GOVERNANCE STATEMENT

This corporate governance statement sets out Navigator Resources Limited's (**Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, this corporate governance statement discloses the extent to which the Company has followed the ASX Principles and Recommendations. This corporate governance statement is current as at 30 June 2018 and has been approved by the board of the Company (**Board**).

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
1. Lay solid foundations for management and oversight		
<p>1.1. <i>A listed entity should disclose:</i></p> <p>(a) <i>the respective roles and responsibilities of its board and management; and</i></p> <p>(b) <i>those matters expressly reserved to the board and those delegated to management.</i></p>	Yes	<p>The Board is responsible for the corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives and monitors performance against those objectives. The goals of the corporate governance processes are to:</p> <ul style="list-style-type: none"> (a) maintain and increase Shareholder value; (b) ensure a prudential and ethical basis for the Company's conduct and activities; and (c) ensure compliance with the Company's legal and regulatory objectives. <p>Consistent with these goals, the Board assumes the following responsibilities:</p> <ul style="list-style-type: none"> (a) developing initiatives for profit and asset growth; (b) reviewing the corporate, commercial and financial performance of the Company on a regular basis; (c) acting on behalf of, and being accountable to, the Shareholders; and (d) identifying business risks and implementing actions to manage those risks and corporate systems to assure quality. <p>The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in Board discussions on a fully-informed basis.</p> <p>It is expected that the division of responsibility of the Board and senior executives will vary with the evolution of the Company. The Company intends to regularly review the</p>

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		balance of responsibilities to ensure that the division of functions remains appropriate to the needs
<p>1.2. <i>A listed entity should:</i></p> <p>(a) <i>undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and</i></p> <p>(b) <i>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.</i></p>	Yes	<p>The Company undertakes background checks with regards to the person's character, experience and education prior to nomination for election as a director. Any material adverse information revealed by these checks is released to securityholders prior to the General Meeting at which they are able to be elected.</p> <p>When an individual is nominated to be a director, their curriculum vitae with their relevant professional history and qualifications is circulated to the securityholders in the Company.</p>
<p>1.3. <i>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</i></p>	Yes	<p>Directors are provided with letters of appointment and/or service agreements, and senior executives are given employment contracts, prior to their engagement with the Company, setting out the terms of their appointment. These set out the relevant terms by which they will be involved in the Company.</p>
<p>1.4. <i>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.</i></p>	Yes	<p>The Company Secretary is directly accountable to the Board (through the Chairman) on all matters to do with the proper functioning of the Board.</p>
<p>1.5. <i>A listed entity should:</i></p> <p>(a) <i>have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</i></p> <p>(b) <i>disclose that policy or a summary of it; and</i></p>	No	<p>The Company has not found it necessary to create a diversity policy or to annually report on measurable objectives with respect to achieving gender diversity. It will remain committed to ideals of gender diversity.</p> <p>As the Company develops, the Board intends to review its practices, and if deemed necessary in the future, the Board may consider adopting a policy.</p>

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<p><i>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:</i></p> <p><i>(1) 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</i></p> <p><i>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</i></p>		
<p><i>1.6. A listed entity should:</i></p> <p><i>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</i></p> <p><i>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</i></p>	No	<p>The Company, having regard to its current size and stage of development, does not believe it is necessary to have a formal process in place for evaluating the performance of the Board, its committees or individual Directors. A performance evaluation will be undertaken annually by the Board in the form of an informal discussion, where the Board will address the performance of each individual Director over the course of the financial year and, where relevant, areas for improvement.</p> <p>The Company did not undertake a performance appraisal during the reporting period, due to its current size and stage of development.</p> <p>As the Company develops, the Board intends to review its practices, and if deemed necessary in the future, the Board may consider putting in a process for evaluating the performance of the Board, its committees and individual Directors.</p>
<p><i>1.7. A listed entity should:</i></p> <p><i>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</i></p> <p><i>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</i></p>	No	<p>The Board and senior management team will regularly review the performance of its senior executives and address any issues that may emerge. However, given the current size of the Company, the Board does not consider that disclosure of the process of evaluating the performance of senior executives is necessary.</p> <p>The Company did not undertake a performance appraisal during the reporting period, due to its current size and stage of development.</p> <p>As the Company develops, the Board intends to review its practices, and if deemed necessary in the future, the Board</p>

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<i>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 (c) the length of service of each director.</i>		The length of services (appointment dates) of each director will be disclosed in the Company's 2018 Annual Report.
2.4. <i>A majority of the board of a listed entity should be independent directors.</i>	No	For the reporting period, a majority of the Board was not independent. In making this determination the Board has had regard to the independence criteria in ASX Corporate Governance Principles and Recommendations, and other facts, information and circumstances that the Board considers relevant. The Board will assess the independence of new Directors upon appointment and will review their independence, and the independence of the other Directors, as appropriate. As the Company develops, the Board intends to review the composition of the Board.
2.5. <i>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.</i>	No	The Company's current Non-Executive Chairman, Mr Gregory Ruddock, does not satisfy the ASX Corporate Governance Principles and Recommendations definition of an independent director. However, the Board considers Mr Ruddock's role as Non-Executive Chairman essential to the success of the Company at this stage of its development. Mr Ruddock will not exercise the role of CEO.
2.6. <i>A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</i>	No	The Company does not have a formal program for inducting new Directors, however the Company takes care in ensuring that Directors will be able to effectively manage and govern the Company before their nomination as potential Directors.
3. Promote ethical and responsible decision-making		
3.1. <i>A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.</i>	No	Although the Board is committed to the establishment and maintenance of appropriate ethical standards, there is currently no official code of conduct in place. As the Company develops the Board intends to review its practices, and if deemed necessary, establish an appropriate code of conduct.
4. Safeguard integrity in financial reporting		
4.1. <i>The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of</i>	No	The Company has a separately appointed Audit and Risk Committee, which consists of four members being Mr Greg Ruddock (Non-Executive Chairman), Mr Glen Dobbie (Managing Director), Mr Malcolm Keefe (Non-Executive Director) and Mr Josh McKean (Non-Executive Director). All members of the Audit and Risk Committee are not

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<p><i>whom are independent directors; and</i></p> <p><i>(2) is chaired by an independent director, who is not the chair of the board, and disclose:</i></p> <p><i>(3) the charter of the committee;</i></p> <p><i>(4) the relevant qualifications and experience of the members of the committee; and</i></p> <p><i>(5) 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</i></p> <p><i>(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.</i></p>	<p>No</p> <p>No</p> <p>Yes</p> <p>Yes</p> <p>N/A</p>	<p>considered independent. The chair of the Audit and Risk Committee is Mr Greg Ruddock, who is not considered independent.</p> <p>The Company has disclosed the relevant qualifications and experience of the members of the Audit and Risk Committee in the Company's 2018 Annual Report.</p> <p>The Audit and Risk Committee met twice during this reporting period, all members were in attendance.</p>
<p>4.2. <i>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, 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 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.</i></p>	Yes	The Board receives a declaration from its CEO, CFO or CEO/CFO equivalent before it approves the Company's financial statements.
<p>4.3. <i>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.</i></p>	Yes	An external auditor will be present at the AGM and be available to answer questions from security holders relevant to the audit.
<p>5. Make timely and balanced disclosure</p>		
<p>5.1. <i>A listed entity should:</i></p> <p><i>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</i></p>	No	Although the Company is committed to providing relevant up-to-date information to its shareholders and the broader investment community in accordance with the continuous disclosure requirements under the ASX Listing Rules and the

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<i>(b) disclose that policy or a summary of it.</i>		Corporations Act 2001, there are no formal written policies in place. The Board has designated the Company Secretary as the person responsible for overseeing and coordinating disclosure of information to the ASX and shareholders as well as providing guidance to Directors and employees on disclosure requirements and procedures.
6. Respect the rights of shareholders		
<i>6.1. A listed entity should provide information about itself and its governance to investors via its website.</i>	Yes	The Company provides information about itself and its investors via its website www.navlimited.com.au which contains all relevant information about the Company. The Company will regularly update the website and contents therein as deemed necessary.
<i>6.2. A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</i>	No	The Company has no formal investor relations program in place, but ensures that all material information is conveyed to its investors so as to facilitate communication. The Board and Company Secretary engage with investors at the Annual General Meeting and respond to shareholder enquiries on an ad hoc basis. Material communications are dispatched to investors either via email, surface mail, and/or via market announcement.
<i>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.</i>	No	Although the Company does not have a formal communications policy in place, all material matters will be disclosed to the market in accordance with the ASX Listing Rules. Material communications are dispatched to investors either via email, surface mail and/or via market announcement.
<i>6.4. A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</i>	Yes	The Company engages its share registry to manage the majority of communications with Shareholders.
7. Recognise and manage risk		
<i>7.1. The Board of a listed entity should:</i> <i>(a) have a committee or committees to oversee risk, each of which:</i>		
<i>(1) has at least three members, a majority of whom are independent directors; and</i>	No	The Company has a separately appointed Audit and Risk Committee, which consists of four members being Mr Greg Ruddock (Non-Executive Chairman), Mr Glen Dobbie (Managing Director), Mr Malcolm Keefe (Non-Executive Director) and Mr Josh McKean (Non-Executive Director). All members of the Audit and Risk Committee are not considered independent. The chair of the Audit and Risk Committee is Mr Greg Ruddock, who is not considered independent. The Company has disclosed the relevant qualifications and experience of the members of the Audit and Risk Committee in the Company's 2018 Annual Report.
<i>(2) is chaired by an independent director, and disclose:</i>	No	
<i>(3) the charter of the committee;</i>	No	
<i>(4) the members of the committee; and</i>	Yes	
<i>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the</i>	Yes	
		The Audit and Risk Committee met twice during this reporting period, all members were in attendance.

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<p><i>members at those meetings; or</i></p> <p><i>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</i></p>	N/A	
<p>7.2. <i>The board or a committee of the board should:</i></p> <p><i>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</i></p> <p><i>(b) disclose in relation to each reporting period, whether such a review has taken place.</i></p>	No	<p>The Board intends to continue to regularly review and approve the risk management and oversight policies of the Company.</p> <p>The Company did not undertake a review of the risk management and oversight policies of the Company during the reporting period.</p>
<p>7.3. <i>A listed entity should disclose:</i></p> <p><i>(a) if it has an internal audit function, how the function is structured and what role it performs; or</i></p> <p><i>(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.</i></p>	No	<p>The Company does not have an internal audit function, and does not disclose the processes it uses to improve risk management. Nonetheless, it remains committed to effective management and control of these factors.</p>
<p>7.4. <i>A listed entity 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.</i></p>	Yes	<p>All material risks are announced to the market, in accordance with the requirements of the ASX listing rules and otherwise.</p>
8. Remunerate fairly and responsibly		
<p>8.1. <i>The Board of a listed entity should:</i></p> <p><i>(a) have a remuneration committee which:</i></p> <p><i>(1) has at least three members, a majority of whom are independent directors; and</i></p> <p><i>(2) is chaired by an independent director,</i></p> <p><i>and disclose:</i></p> <p><i>(3) the charter of the committee;</i></p> <p><i>(4) the members of the committee; and</i></p> <p><i>(5) as at the end of each reporting period, the number of times the committee met throughout the period and</i></p>	No	<p>No formal remuneration committee or procedures have been adopted by the Board.</p> <p>The remuneration of an executive director will be decided by the Board, without the affected executive Director participating in that decision-making process. There are currently two executive Directors on the Board.</p> <p>In accordance the Company's Constitution, the total maximum remuneration of Non-Executive Directors is currently set at \$500,000. This may be varied by an ordinary resolution of the Shareholders in a General Meeting The determination of non-executive Directors' remuneration within that maximum amount will be made by the Board, having regard to the inputs and value to the Company of the respective contributions by each Non-Executive Director.</p>

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<p><i>the individual attendances of the members at those meetings; or</i></p> <p><i>(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.</i></p>	Yes	<p>Such information is available in several publicly available forums such as ASX announcements.</p> <p>As the Company develops, the Board intends to review its practices, and if deemed necessary in the future, the Board may consider putting in a process for evaluating the performance of the Board, its committees and individual Directors.</p>
<p><i>8.2. 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.</i></p>	Yes	<p>The Company discloses its remuneration policies in its 2018 Annual Report.</p>
<p><i>8.3. A listed entity which has an equity-based remuneration scheme should:</i></p> <p><i>(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</i></p> <p><i>(b) disclose that policy or a summary of it.</i></p>	No	<p>Although the Company did not have a formal policy during the reporting period, the Company had a securities trading policy that restricted the trading of the Company's securities by those who have interests in equity-based remuneration.</p>